



# Governance Handbook

Fourth Edition July 2013



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<p>The Handbook is subject to future revision and readers are invited to check for updates at <a href="http://www.nationaltrust.org.uk/govhandbook">www.nationaltrust.org.uk/govhandbook</a> or by contacting The Secretary, The National Trust, Heelis, Kemble Drive, Swindon, SN2 2NA, email <a href="mailto:thesecretary@nationaltrust.org.uk">thesecretary@nationaltrust.org.uk</a></p>
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# Message from the Chairman

I am delighted to introduce this fourth edition of the National Trust's Governance Handbook. It describes the principles of the Trust's governance together with the supporting policies and processes.

The National Trust's governance is described in Acts of Parliament. Following a review in 2002 led by Lord Blakenham changes were recommended to our governance arrangements most of which were included in a Parliamentary Scheme which came into effect in 2005.

The Governance Handbook takes the Scheme as its starting point. It then adds practical guidance on how the Scheme's provisions should be implemented. It provides a single reference point on all governance issues for use by staff, governance volunteers, the Charity Commission, Trust members and all others interested in how the Trust is run.

The National Trust is an organisation with the noblest of causes and those of us privileged to lead it must ensure it is run to high standards. This handbook reflects those standards and demonstrates the importance the Trust places on good governance. I hope you will agree and that you will also find the handbook a helpful source of reference.

Simon Jenkins  
Chairman  
2013

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# Governance principles

Delivering the Trust's vision – 'for ever, for everyone' – is a demanding challenge, and will only be achieved through good governance arrangements. Those arrangements, which underpin the day-to-day operations of the Trust, are set out in this document. They aim to demonstrate how the Trust is run, how it takes decisions and how it will achieve its objectives.

At the heart of the Trust's approach to governance is a deep-rooted commitment to openness, transparency and accountability. The better run the Trust, and the more open it is to those who wish to get involved, the more successful it will be.

This Handbook identifies the main Trust bodies which constitute the governance structure, and explains how they run their affairs and how they deliver the required levels of openness, transparency and accountability. The governance structures and processes are there to demonstrate to all who care about the Trust that the charity is well-run, and that it can be held to account for its performance.

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# How to use this Handbook

Our governance structures are underpinned by a Parliamentary Scheme made in 2005, with subsequent minor amendments. We have included in this handbook the clauses of that Scheme to make it easy to see the links between that and the supporting policies and working practices outlined in this handbook.

Throughout the document Scheme text is presented against a shaded background. Where Scheme text provisions are not directly relevant to the Handbook section against which it appears this is included where it would break up the text if it was removed, but it is shown in italics.

Text that does not appear against a shaded background is Handbook content.

This Handbook is available at [www.nationaltrust.org.uk/govhandbook](http://www.nationaltrust.org.uk/govhandbook)

The Parliamentary Scheme was amended by the Board of Trustees on 2 July 2008 and further amended on 21 January 2009, 19 May 2010 and 17 November 2010.

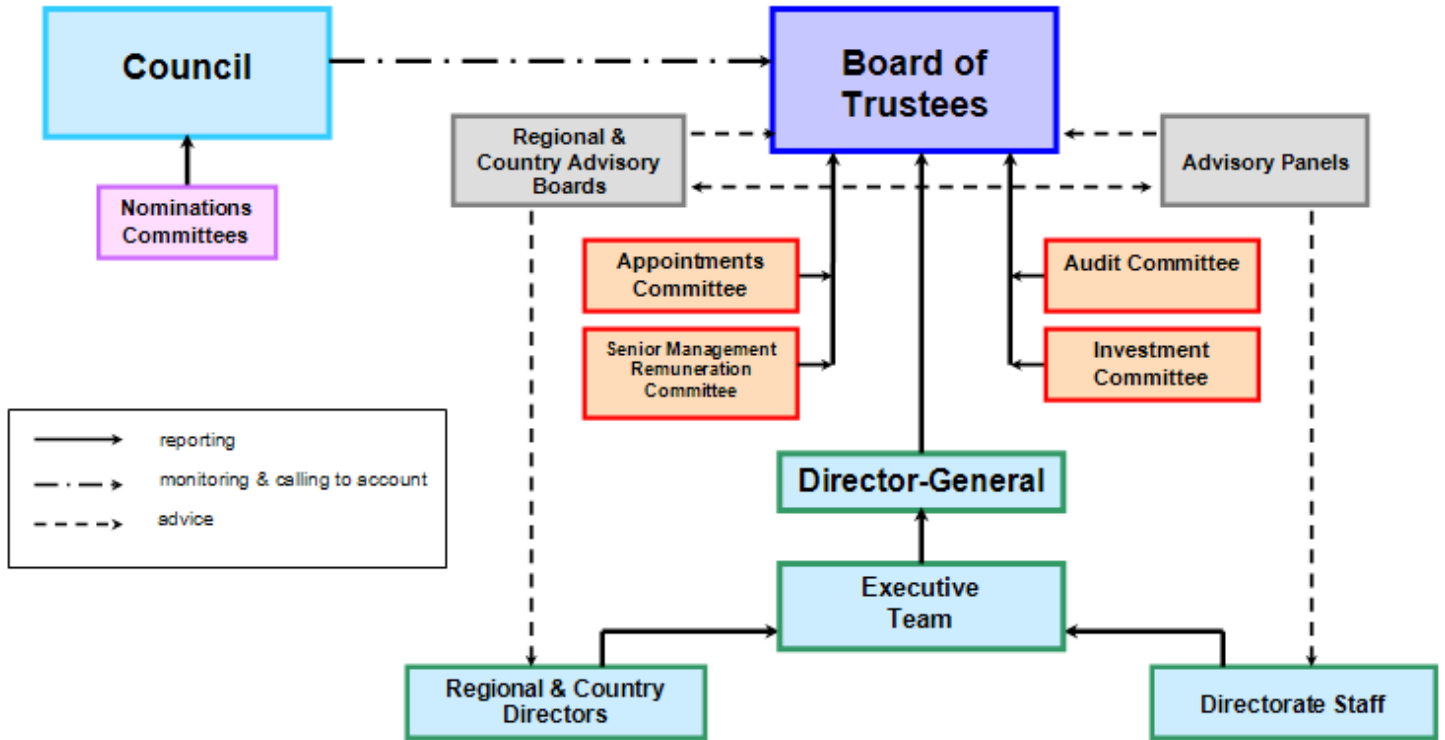
A complete copy of the Parliamentary Scheme is available at [www.nationaltrust.org.uk/how-we-are-run/](http://www.nationaltrust.org.uk/how-we-are-run/) or by writing to The Secretary, The National Trust, Heelis, Kemble Drive, Swindon, SN2 2NA, email [thesecretary@nationaltrust.org.uk](mailto:thesecretary@nationaltrust.org.uk)

If you have any comments on the contents of this Handbook please contact:  
The Secretary, The National Trust, Heelis, Kemble Drive, Swindon, SN2 2NA  
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If you require this Handbook in alternative formats, please telephone 01793 817430 or email [thesecretary@nationaltrust.org.uk](mailto:thesecretary@nationaltrust.org.uk)

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## Governance Structure for the National Trust



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## **Subsidiary companies**

The Trust also has subsidiary companies. They are:

The National Trust (Enterprises) Limited  
Historic House Hotels Limited  
Countryside Commons Limited  
Porthdinlleyn Harbour Company

Further information on these companies can be found in [\*\*Appendix J\*\*](#).

## **Pension Scheme**

The Trust's Pension Scheme is managed by its own trustee body, although certain tasks are delegated to professional advisers who include the Scheme's Actuary, investment managers, auditors and legal advisers. The finances of the Scheme are entirely separate from those of the National Trust.

## **Changes not reflected in the Parliamentary Scheme**

There have been some changes to the organisation following the production of the third edition of the Governance Handbook in 2009 which are not reflected in the Parliamentary Scheme. Bodies referred to as 'country and regional committees' in the Parliamentary Scheme are now known as 'regional and country advisory boards'.

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# Section 1

## Leading the Trust

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## The Chairman and Deputy Chairman

### 1.1 Role

- 1.1.1 The Chairman and Deputy Chairman act as the figureheads of the National Trust, providing leadership of the Charity, maintaining links with key contacts/partners and representing the Trust at functions, meetings and in the media as appropriate.

### 1.2 The Chairman

#### 1.2.1 Main responsibilities

- lead and give direction to the Board of Trustees and Council
- promote the highest standards of corporate governance and ensure the effective implementation of decisions of the Board of Trustees and Council
- lead the Trust's Council and provide leadership and direction to the Board of Trustees to ensure that it works well and fulfils its responsibilities of governance of the organisation
- as Chairman of the Board of Trustees, and Council, assist the Director-General, providing support and advice and helping him/her to implement the policies and strategies set by the Board of Trustees whilst respecting executive responsibility
- optimise the relationship between the Board of Trustees and the Council, and the senior staff and volunteers, including by visiting regions and properties
- ensure effective communication between the members and the Board of Trustees/Council
- represent the Trust at public events

#### 1.2.2 Main tasks

- chair the AGM
- chair meetings of the Council, agree the agendas for these meetings and ensure that the business is dealt with properly, and that the Council functions effectively and carries out the duties set out in its terms of reference
- chair and run the Board of Trustees; this includes building an effective and complementary team, setting and managing its agenda, and the style and tone of discussion, to promote effective decision-making and constructive debate, and ensuring that sufficient time is allowed for discussion of complex or contentious issues
- be an effective link between the Council and the Board of Trustees by ensuring that the views of each body are properly represented to the other
- be an effective link with Regional and Country Chairmen and Panel Chairmen and to make sure systems are in place to ensure their views are properly represented to the Board of Trustees
- ensure a clear structure for, and the effective running of, committees of the Board of Trustees

## Section 1 – Leading the Trust

- take the lead in providing a properly constructed induction programme for the Board of Trustees, and the Council, and in identifying and meeting the development needs of the Board of Trustees as a whole, and the Council as a whole, with a view to enhancing their overall effectiveness, working individually and together
  - ensure that processes are in place to periodically review the performance of each governance body
- 1.2.3 The core qualities and experience required for this position are listed in Appendix C to the Handbook, and may be modified in particular cases if the Council considers that appropriate.

### 1.3 The Deputy Chairman

#### 1.3.1 Main responsibilities

- support the Chairman of the Trust in his or her work, stand in for the Chairman should he or she be unavailable and undertake specific assignments at the request of the Chairman

#### 1.3.2 Main tasks

- act as Deputy Chairman of the Council and the Board of Trustees
- act as a member of the Appointments Committee

1.3.3 The core qualities and experience required for this position are listed in Appendix C to the Handbook, and may be modified in particular cases if the Council considers that appropriate.

### 1.4 Appointment of the Chairman and Deputy Chairman

#### 26. Requirement to be a member of the National Trust

No person shall be eligible for appointment or election (as the case may be) as Chairman or Deputy Chairman, or as chairman of any country or regional committee or advisory panel, or as a member of the Board of Trustees, the Council or any country or regional committee, unless that person is a member of the Charity.

#### 22. Appointment of Chairman, Deputy Chairman and Senior Member of Council

(1) Subject to paragraph (2) below, the members of the Council shall appoint from their number:

- (a) a chairman (to be known as “the Chairman of the National Trust”);
- (b) a deputy chairman (to be known as “the Deputy Chairman of the National Trust”); and
- (c) a person (“the Senior Member of the Council”), who shall not be a member of the Board of Trustees, to exercise the functions conferred on him or her by this scheme.

(2) The Council may appoint as Chairman a person who is not a member of the Council at the time at which the appointment of that person is made.

(3) Where a person to whom paragraph (2) above applies is appointed as Chairman:

- (a) that person shall thereupon become a member of the Council; and
- (b) the total number of members of the Council accordingly shall, subject to any casual vacancies, be increased to 53 for as long as that person remains as

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Chairman and has not been elected to the Council by the members of the Charity, or appointed to the Council by an appointing body.

- (4) The Chairman and Deputy *Chairman and the Senior Member of the Council* shall hold office for 3 years and shall then retire from office, but shall be eligible for re-appointment.
- (5) The Deputy Chairman may exercise all the functions of the Chairman at any meeting when the Chairman is not present.
- (6) A person who before being appointed as Chairman or Deputy Chairman is not a member of the Board of Trustees shall become a member of the Board of Trustees upon becoming Chairman or Deputy Chairman and shall remain a member of the Board of Trustees for as long as he or she remains Chairman or Deputy Chairman.

1.4.1 The appointment process is conducted with the assistance of a Nominations Committee established under clause 27 (1) (b) of the Parliamentary Scheme (see Section 2).

1.4.2 The Deputy Chairman of the Trust must be a member of Council.

## 1.5 Removal of the Chairman and Deputy Chairman

### 23. Removal of Chairman, Deputy Chairman or Senior Member of Council

- (1) The Council may by resolution remove the Chairman or the Deputy Chairman provided that the resolution is supported by at least 30 members of the Council or at least two-thirds of the members of the Council present at the meeting and eligible to vote, whichever is the greater.
- (2) *The Council may by resolution remove the Senior Member provided that the resolution is supported by at least 20 members of the Council or more than half of the members of the Council present at the meeting and eligible to vote, whichever is the greater.*
- (3) A resolution under paragraphs (1) or (2) above shall not have the effect of removing a Deputy Chairman or Senior Member from the Council.
- (4) A resolution under paragraph (1) above shall only have the effect of removing a Chairman from the Council if he or she was appointed under clause 22(2) and is not currently an elected or appointed member of the Council.

## 1.6 Casual vacancies for the Chairman and Deputy Chairman

### **24. Chairman, Deputy Chairman and Senior Member of Council: casual vacancies**

- (1) On a casual vacancy occurring in the office of Chairman or Deputy Chairman or *Senior Member of the Council* the Council shall appoint a person to fill the vacancy.
- (2) Clauses 22(2) and (3) shall apply to any person appointed to fill any casual vacancy in the office of Chairman.
- (3) At the time it makes an appointment under paragraph (1) the Council shall decide whether the appointment is to be for a full three year term or for only the remainder of the term of the former Chairman, Deputy Chairman or Senior Member of the Council whose office is to be filled, and the person appointed shall then hold office accordingly.

- 1.6.1 If the Deputy Chairman ceases to be a member of Council, he or she will be obliged to resign as Deputy Chairman, and a casual vacancy will arise.

## The Board of Trustees

### 3. Board of Trustees

- (1) The members of the Board of Trustees shall be the trustees of the Charity.
- (2) The Board of Trustees shall exercise all powers conferred on the Charity by the National Trust Acts 1907 to 1971 and this scheme except those which in accordance with any provision of this scheme –
  - (a) are exercisable only by the Charity in general meetings; or
  - (b) are exercisable only by the Council.
- (3) Except as provided by clauses 10(3), 12(3) and 13(2), the members of the Board of Trustees shall exercise their powers jointly, at meetings convened in accordance with this scheme.

## 1.7 Role

1.7.1 The Board of Trustees has ultimate responsibility for what the National Trust does, consistent with section 97 (1) of the Charities Act 1993, which states that charity trustees are ‘the persons having the general control and management of the administration of a charity.’

1.7.2 The role of the Board of Trustees is to:

- ensure that the Trust has a clear vision and a strategy focused on its achievement
- ensure that the Trust meets its statutory purposes and retains its ethos and values
- ensure that the Trust complies with its legal and regulatory requirements
- ensure that expert advice is taken from members of Regional and Country Advisory Boards and Advisory Panels before decisions are made
- act as guardians of the charity’s assets, both tangible and intangible, and ensure the financial stability of the organisation
- agree performance targets for senior management and hold management to account

1.7.3 Main responsibilities and tasks

Shape strategy by:

- ensuring that the Trust pursues sound and proper principles, policies and procedures in relation to all areas of its work
- shaping and approving the Trust’s strategic plan, identifying priorities and developing a long-term financial strategy to ensure adequate resources
- engaging actively in strategic decision-making and policy decisions to implement the agreed strategy
- keeping under review the long-term development of the Trust in the light of the political, economic and social environment in which it operates
- approving the Trust’s annual budget and maintaining a three to five year forward view of the Trust’s finances

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## Section 1 – Leading the Trust

- approving major expenditure and transactions

Inspire effective leadership by:

- appointing the Director-General and reviewing his or her performance and agreeing other senior appointments
- appointing the Chairmen of Regional and Country Advisory Boards and Advisory Panels
- agreeing and delegating appropriate levels of responsibility and authority to the Chairman, Committees of the Board of Trustees, Board members, groups of Board members and the Director-General
- lending their own expertise to the Trust
- providing access to outside experts and others who can help the Trust
- acting as advocates of the Trust
- advising and giving feedback to the Director-General and Executive Team

Monitor performance by:

- ensuring that appropriate risk management and effective internal control systems are in place
- ensuring that the necessary management information systems exist to assess the Trust's performance and progress in meeting its objectives, including the evaluation of operational effectiveness and efficiency, compliance with laws and regulations and the reliability of management and financial information

Ensure accountability by:

- acting in accordance with the Nolan Committee's Seven Principles of Public Life – selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- monitoring actively the performance of the executive management, ensuring clear accountability
- accounting for the Board of Trustees' actions in appropriate ways as required by law and good practice – approving the form and content of the Annual Review to members and the Annual Report and Financial Statements, and making the arrangements for the general meetings of the Trust
- making declarations of inalienability
- proposing changes to the National Trust Acts or Bye-Laws
- reporting appropriately to the Council and ensuring that the Council has the opportunity to express its views to the Board of Trustees
- reviewing its own performance and effectiveness at least once every three years

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## 1.8 Specific powers of the Board of Trustees

### 12. Establishment of committees and advisory panels

- (1) The Board of Trustees may from time to time establish and dissolve committees including country and regional committees and advisory panels.
- (2) A committee established under this clause:
  - (a) may consist of one or more persons
  - (b) may include persons who are not members of the Board of Trustees, and
  - (c) except in the case of a country and regional committee or an advisory panel, must include at least one member of the Board of Trustees.
- (3) The Board of Trustees may delegate any of its functions to any committee established under this clause.
- (4) *A committee established under this clause shall report to the Board of Trustees in accordance with any instructions given by the Board of Trustees under clause 43.*
- (5) *A committee established under this clause shall keep a proper record of its proceedings.*

- 1.8.1 The Board of Trustees may, from time to time, establish and dissolve committees. These will include standing committees, as well as Regional and Country Advisory Boards and Advisory Panels.
- 1.8.2 The Board of Trustees has the following standing committees:
- Appointments
  - Audit
  - Senior Management Remuneration
  - Investment
- 1.8.3 The Board of Trustees may establish other ad hoc committees as the need arises.
- 1.8.4 The Board of Trustees has established a mechanism for making urgent decisions between meetings; this is set out in the annex to **Appendix H**.

### 13. Employees

- (1) The Board of Trustees may appoint employees of the Charity and fix their remuneration and conditions of employment.
- (2) The Board of Trustees may delegate any of its functions to any employee of the Charity.
- (3) *Employees shall report to the Board of Trustees in accordance with any instructions given by the Board of Trustees.*

- 1.8.5 The Board of Trustees has delegated various functions to committees and to staff under clauses 12(3) and 13(2) respectively. The delegation to staff is summarised in a Scheme of Delegation which is reviewed periodically by the Board of Trustees.

**43. Regulation of procedures**

- (1) The Board of Trustees may from time to time make regulations for the management and administration of the Charity, the holding of meetings and the conduct of the business of the Charity and of the Board of Trustees, the Council and any committee, sub-committee or advisory panel.
- (2) Without prejudice to the generality of paragraph (1) above regulations made under that paragraph may specify the quorum for the Council or for any committee, sub-committee or advisory panel.
- (3) Subject to the National Trust Acts and this scheme, and to any regulations made under paragraph (1) above, the Board of Trustees, the Council and any committee, sub-committee or advisory panel shall each have power to regulate its own procedures.
- (4) In this clause “regulations” includes rules, standing orders and instructions.

**45. Power of amendment**

- (1) The Board of Trustees (subject to the provisions of this clause) may from time to time amend this scheme if it is satisfied that it is expedient in the interests of the Charity to do so.
- (2) The Board of Trustees shall consult the Council before making any such amendment.
- (3) The Board of Trustees shall not make any amendment which would have the effect directly or indirectly of:
  - (a) altering or extending the purposes of the Charity;
  - (b) authorising the Board of Trustees to do anything which is expressly prohibited by the trusts of the Charity;
  - (c) causing the Charity to cease to be a charity at law; or
  - (d) altering or extending the power of amendment that is conferred by this clause.
- (4) The Board of Trustees shall obtain the prior written approval of the Commissioners before making any amendment which would have the effect directly or indirectly of:
  - (a) enabling them to spend permanent endowment or capitalise income of the Charity;
  - (b) conferring a benefit of any kind on all or any of the current members of the Board of Trustees or their successors;
  - (c) restricting (without the consent of that person) the existing right of any person to appoint or remove a member of the Board of Trustees, or to intervene in the administration of the Charity;
  - (d) changing provisions in this scheme as to the size of the Council or the minimum or maximum size of the Board of Trustees, or changing the method by which members of those bodies are elected or appointed; or
  - (e) varying the name of the Charity.
- (5) An amendment may be made only by a resolution passed at a meeting of the Board of Trustees of which not less than 21 days notice has been given. The notice must set out the terms of the proposed amendment.
- (6) The Board of Trustees shall:
  - (a) prepare a written memorandum of each amendment that it makes, which must

be signed at the meeting at which the amendment is made by the person chairing the meeting;

- (b) send to the Commissioners a copy of the memorandum certified by a person authorised by the Board to do so within three months of the date of the meeting; and
- (c) retain the memorandum as part of the governing documents.

## 1.9 Membership of the Board of Trustees

### 26. Requirement to be a member of the National Trust

No person shall be eligible for appointment or election (as the case may be) as Chairman or Deputy Chairman, or as chairman of any country or regional committee or advisory panel, or as a member of the Board of Trustees, the Council or any country or regional committee, unless that person is a member of the Charity.

### 3. Board of Trustees

- (4) The Board of Trustees shall have a minimum of 9 and a maximum of 15 members, unless –
  - (a) a resolution is passed by the Council and by the Board of Trustees to change the minimum or maximum numbers, or both numbers, and
  - (b) the Commissioners give their approval in writing to such a change.
- (5) A majority of the members of the Board of Trustees shall be members of the Council.
- (6) The Chairman and Deputy Chairman shall automatically be members of the Board of Trustees.
- (7) All members of the Board of Trustees other than the Chairman and the Deputy Chairman shall be appointed by the Council in accordance with published procedures decided by the Council.
- (8) Except as provided by paragraph (10) below every member of the Board of Trustees shall be appointed for three years, and retiring members shall be eligible for re-appointment.
- (9) The Council shall exercise its powers with the object of ensuring that, so far as is practicable, the terms of office of approximately one third of the members of the Board of Trustees expire every year.
- (10) The Council may, exceptionally, appoint a member of the Board of Trustees for a term of less than three years where this is necessary to achieve the object referred to in paragraph (9) above.

- 1.9.1 The Board of Trustees will be a small team of between nine and fifteen members, with the very best balance of skills and expertise to help the Trust achieve its statutory objectives.
- 1.9.2 The core qualities and experience required for this position are listed in **Appendix C** to the Handbook, and may be modified in particular cases if the Council considers that appropriate.

## Section 1 – Leading the Trust

- 1.9.3 Each year the Council should decide, in consultation with the relevant Nominations Committee and the Board of Trustees, the size of the Board of Trustees, whether or not there should be any change in the number of Trustees, and the criteria to be applied in selecting the most appropriate candidates to fill any vacancies.
- 1.9.4 Vacant posts on the Board of Trustees, for members other than Council members, will be publicly advertised, using appropriate media. Details of the selection criteria, and of the appointments process, will be freely available from the Trust, and will also be contained on the Trust website.
- 1.9.5 Members of the Council and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.
- 1.9.6 The appointments process is conducted with the assistance of a Nominations Committee established under clause 27 (1) (b) of the Parliamentary Scheme (see Section 2).
- 1.9.7 No fewer than three and not more than four Trustees should normally be appointed from outside the membership of the Council.
- 1.9.8 Appointments should normally be for a term of three years, with individuals not normally serving more than two successive terms. Where there has been a gap of less than 23 months between two terms of office, those terms shall be treated as successive.

### **8. Chairman and Deputy Chairman of Board of Trustees**

The Chairman and Deputy Chairman of the Charity shall act as Chairman and Deputy Chairman of the Board of Trustees.

### **4. New members of Board of Trustees**

(1) The Charity shall ensure that each new member of the Board of Trustees is given, within a reasonable period of his or her appointment, an appropriate induction into the affairs of the Charity and the responsibilities of the Board of Trustees.

(2) The Charity shall ensure that each member of the Board of Trustees is given a copy of the National Trust Acts together with this scheme and any amendments made to them, and a copy of the Charity's latest report and statement of accounts.

### **5. Record of new members of Board of Trustees**

The Charity shall keep a record of the name and address of every member of the Board of Trustees and the dates on which their terms of office begin and end.

## **1.10 Removal**

### **6. Termination of membership of Board of Trustees**

(1) A person shall cease to be a member of the Board of Trustees if he or she:

(a) is removed by a resolution of the Council supported by at least 30 members of the Council or at least two-thirds of the members of the Council present at the meeting and eligible to vote, whichever is the greater;

(b) is disqualified from acting as a trustee by section 72 of the Charities Act 1993;

(c) is absent without the permission of the Board of Trustees from all their

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meetings held within a period of 12 months and the Board of Trustees resolve that his or her office be vacated; or

(d) gives notice in writing of his or her intention to resign to the Chairman.

(2) A notice given under paragraph (1)(d) above shall only take effect if following the resignation of the person giving the notice at least 6 members of the Board of Trustees will remain in office.

1.10.1 The rules pertaining to disqualification from acting as a trustee previously set out in section 72 of *the Charities Act 1993* are now set out in section 178 of *the Charities Act 2011*. These are outlined in **Appendix J** to this Handbook.

## 1.11 Casual vacancies

### 7. Casual vacancies on Board of Trustees

(1) The Council shall fill casual vacancies on the Board of Trustees where it is necessary to do so in order –

(a) to maintain the number of members in accordance with clause 3(4) or with any resolution for the time being in force under clause 3(4);

(b) to ensure that a majority of members of the Board of Trustees are members of the Council; or

(c) to ensure that a notice of resignation which has not taken effect in the circumstances referred to in clause 6(2) shall take effect.

(2) In any case other than one to which paragraph (1) above applies the Council may if it thinks fit fill casual vacancies on the Board of Trustees.

(3) At the time it makes an appointment under paragraph (1) or paragraph (2) the Council shall decide whether the appointment is to be for a full three year term or for only the remainder of the term of the former trustee who is being replaced, and the person appointed shall then hold office accordingly.

1.11.1 The appointments process is conducted with the assistance of a Nominations Committee established under clause 27 (1) (b) of the Parliamentary Scheme (see Section 2).

## 1.12 Meetings

### 9. Meetings of Board of Trustees

(1) The Board of Trustees shall make provision for its meetings in accordance with clause 43.

(2) The quorum for meetings of the Board of Trustees shall be half of the members for the time being of the Board of Trustees, rounded up when there is an odd number of members of the Board of Trustees, or six members of the Board of Trustees, whichever is the greater.

**3. Board of Trustees**

(3) Except as provided by clauses 10(3), 12(3) and 13(2), the members of the Board of Trustees shall exercise their powers jointly, at meetings convened in accordance with this scheme.

**10. Decisions of Board of Trustees**

(1) Subject to paragraph (3) below, and unless otherwise expressly provided in this scheme, every matter shall, in case of difference, be decided by a majority of the members of the Board of Trustees present and voting at a duly convened meeting of the Board of Trustees.

(2) The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

(3) Subject to paragraph (4) below a decision supported by all members of the Board of Trustees and taken otherwise than at a meeting shall be as valid as if it had been made at a meeting of the Board of Trustees.

(4) A decision taken in accordance with paragraph (3) above shall only be valid if it is recorded in writing in a single document signed by all members of the Board of Trustees, or else in two or more similar documents which together bear the signatures of all members of the Board of Trustees.

**11. Recording of meetings of Board of Trustees**

The Board of Trustees shall keep a proper record of its meetings.

1.12.1 The Board of Trustees will normally meet six to eight times a year. The focus of the Board of Trustees' work will be on giving the Director-General and Executive Team clear strategic direction and on monitoring its delivery of agreed targets.

1.12.2 Each year the Board of Trustees and the Council visit a region or country. The annual visit is timed to coincide with the Council's summer meeting, usually at the end of June or beginning of July in each year. The annual visit provides an opportunity for the Board of Trustees and the Council to strengthen their understanding of the Trust at property level. In parallel it is an opportunity for members of the Board of Trustees and the Council to engage with staff and volunteers, to bring greater visibility of the Board of Trustees' and Council's work to them and for the volunteers to showcase their work and explain their challenges. It is also an opportunity for members of the Board of Trustees and the Council to further develop their working relationship and provides a forum for the two groups to discuss particular topics.

**43. Regulation of procedures**

(1) The Board of Trustees may from time to time make regulations for the management and administration of the Charity, the holding of meetings and the conduct of the business of the Charity and of the Board of Trustees, the Council and any committee, sub-committee or advisory panel.

(2) Without prejudice to the generality of paragraph (1) above regulations made under that paragraph may specify the quorum for the Council or for any committee, sub-committee or advisory panel.

(3) Subject to the National Trust Acts and this scheme, and to any regulations made under paragraph (1) above, the Board of Trustees, the Council and any committee, sub-committee or advisory panel shall each have power to regulate its own

procedures.

(4) In this clause “regulations” includes rules, standing orders and instructions.

- 1.12.3 Using its power under clause 43 the Board of Trustees has established a Code of Conduct and Procedures for Meetings which apply to itself and to the Council and other governance bodies. These are set out in **Appendices F and G**.
- 1.12.4 The Board of Trustees has established a mechanism for making decisions between meetings; this is set out in the annex to **Appendix H**.

## The Council

### 1.13 Role

1.13.1 The Council is the guardian of the spirit of the Trust and of its long-term objectives.

#### 15. Functions of Council

- (1) The Council shall appoint the members of the Board of Trustees and hold them to account.
- (2) The Council's responsibilities shall include:
  - (a) monitoring the fulfilment by the Charity of its statutory purposes;
  - (b) appointing the Chairman and Deputy Chairman of the Charity;
  - (c) appointing and, if necessary, removing members of the Board of Trustees in accordance with this scheme;
  - (d) monitoring the performance of, and calling to account, the Board of Trustees in its control and management of the administration of the Charity;
  - (e) arranging the procedures for election of members of the Council;
  - (f) reviewing every six years the list of appointing bodies;
  - (g) making available annually to the members of the Charity a report on the activities of the Council;
  - (h) commenting on proposals from the Board of Trustees for the alteration of the National Trust Acts or byelaws or of this or any other scheme of the Charity Commission relating to the Charity.

1.13.2 Main responsibilities and tasks

1.13.2.1 Ensuring accountability by:

- monitoring the fulfilment by the Charity of its statutory purposes
- appointing, with the help of a Nominations Committee, the Chairman and Deputy Chairman of the Trust
- appointing, with the help of a Nominations Committee, members of the Board of Trustees
- monitoring the performance of the Board of Trustees and holding it to account in its control and management of the administration of the Trust
- if necessary, removing members of the Board of Trustees in accordance with the provisions of the Scheme
- appointing the Senior Member of the Council
- overseeing, with the help of a Nominations Committee, the procedures for election of members of the Council
- overseeing the appointment of Council members by the Appointing Bodies and, with the help of a Nominations Committee, reviewing every six years the list of those bodies
- reporting annually to members of the Trust on the Council's activities

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## Section 1 – Leading the Trust

- commenting on proposals from the Board of Trustees for the alteration of the National Trust Acts or by-laws or of the Scheme or any other scheme of the Charity Commission relating to the Charity
- 1.13.2.2 Holding the Board to account is one of the key functions of the Council. It will undertake this function through the following processes:
- Annual Review: each year the Board will present to the Council an annual review of its work over the Trust year to the end of each February – its successes, challenges and failures. All members of the Board of Trustees will be invited to attend this session. The Board of Trustees' presentation will be supported by the Trust's Annual Report (or draft) and a paper specially prepared for the Council. Facilitated by the Senior Member, Council members will have the opportunity of asking Board members questions. The discussion will normally take place at the summer meeting of the Council.
  - Future Plans: each year the Board of Trustees will present to the Council its future plans for the following year(s). The nature and format of this presentation is not prescribed since it will depend on where the Trust has reached in its strategic cycle. The Board of Trustees' presentation will be supported by a paper from the Board circulated to the Council prior to the meeting. The discussion following presentation of the Board's plans will be facilitated by the Senior Member.
- 1.13.2.3 Beyond discussions of the Annual Review and Future Plans, the Council will also receive, for information, Board of Trustees minutes and copies of a regular report on the Trust's activities and performance. On request, Council members can also receive copies of Board of Trustees agendas and the supporting agenda papers on the basis set out in the Annex to the Procedures for Meetings (Appendix G to this Handbook). Information will also be available on the governance intranet.
- 1.13.2.4 Any issues or concerns arising from the above discussions will be considered by the Board and, where relevant, its response reported back to the Council.
- 1.13.3 The Council will use its collective expertise and shared understanding of the issues facing the National Trust to contribute to policy development. It will do so by:
- receiving once a year and discussing a report on the performance of the Trust over the previous year against the budget and key priorities
  - receiving once a year and discussing
    - a report on the budget and key priorities of the Trust for the year ahead
    - a report on the Trust's strategy for the coming year(s)
  - drawing the attention of the Board of Trustees to specific issues of strategic or policy concern that arise during the year
  - influencing or challenging the strategic direction of the National Trust on behalf of its beneficiaries, including both members and the wider public
  - debating important points of principle in advance of the development of policies and strategy by the Board of Trustees
  - serving as a sounding board to the Board of Trustees while the formulation of its policies is in progress
- 1.13.4 Inspiring support by:

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- acting as advocates of the Trust among members, the wider public and a broad range of stakeholder organisations

1.13.5 The performance of the Council will be reviewed at least once every three years.

## 1.14 Election and appointment of members of the Council

### 16. Elected members of Council

- (1) The Council shall make arrangements for the holding each year of elections of persons who are to be elected members in accordance with this scheme.
- (2) The Council shall each year after consulting with a Nominations Committee appointed in accordance with clause 27 draw up criteria to be applied in assessing candidates for election to the Council.
- (3) The Council shall publish the criteria referred to in paragraph (2) above in such manner as the Council may from time to time consider appropriate, and shall on request supply a copy of those criteria to any prospective candidate or any member of the Charity.

1.14.1 Applications for elections for Council membership will be invited through public advertisement using appropriate media. The advertisements will set out the details of the selection criteria, and of the elections process. All the relevant information will be freely available from the Trust, and will also be contained on the Trust website.

1.14.2 Members of the Council and staff who are not involved with the election process are encouraged to assist in the search for potential candidates for vacant positions.

- (4) The Nominations Committee shall publish recommendations to members as to which candidates, in the opinion of the Nominations Committee, best satisfy the criteria for the time being drawn up under paragraph (2) above.

1.14.3 The Council will discuss the Nominations Committee's recommendations before they are presented to the members of the Trust.

- (5) The arrangements made by the Council under paragraph (1) above shall in particular include arrangements for:
  - (a) the giving of notice of elections and for specifying the closing date for voting;
  - (b) the nomination of candidates;
  - (c) the provision of information by candidates; and
  - (d) the conduct of voting.
- (6) The arrangements made under paragraph (1) above shall permit every member of the Charity who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically.

- (7) For the purposes of paragraph (6) above a member is eligible to vote if he or she has been a member throughout the 70 days immediately preceding the published

closing date for voting.

- (8) The procedures laid down by paragraphs (1) to (7) above may be amended by a resolution passed by the Council, by the Board of Trustees, and by the members of the Charity in general meeting.

## 1.15 Appointed members of the Council

### 17. Appointed members of Council

- (1) The bodies and persons named in part 3 of the Schedule as changed by any review carried out in accordance with clause 18 of this scheme may each appoint a member of the Council.
- (2) The bodies named in part 4 of the Schedule as changed by any review carried out in accordance with clause 18 of this scheme may jointly appoint a member of the Council and in default of agreement between those bodies the majority of them may make the appointment.
- (3) For the purposes of clause 18 the bodies listed in part 4 of the Schedule as changed by any review carried out in accordance with clause 18 of this scheme shall be treated as a single body.

- 1.15.1 The list of the appointing bodies referred to in the above clause is set out in **Appendix D** of the Handbook.
- 1.15.2 Appointed members should observe the general principle of serving no more than three successive terms, as noted for elected members of the Council in clause **1.17.4**. Once appointed they are a member of the Council in their own right, on an equal footing with elected members. Appointed members of the Council are (just as elected members are) concerned with the interests of the National Trust as a whole and act as appointees, not representatives, of their Appointing Bodies. It follows from this that the fact that an Appointing Body ceases to be an Appointing Body has no impact on the standing of their appointee until such time as the appointee's term of office ends. This is the case whether the Appointing Body has lost that role by being replaced on the six yearly review, or has simply ceased to exist.
- 1.15.3 There should be ongoing dialogue, at senior level, between the Trust and each of the Appointing Bodies, as to the basis on which the Appointing Body selects the person it appoints as a member of the Council. In many cases the Appointing Body will appoint someone with a link to that body, but it is not necessary for there to be any such link. The Appointing Body will have been elected because its area of operations is relevant to the National Trust's work, so it is likely it will want to use its expertise to identify someone who themselves knows about that area. But again, strictly speaking, that is not necessary.

## 1.16 Review of appointing bodies of the Council

### 18. Review of appointing bodies

- (1) In this clause:
  - “review” means a review carried out in accordance with this clause; and
  - “review year” means 2006 and thereafter every sixth year after that.
- (2) The Council shall carry out a review of the appointing bodies before the 31st December in every review year.
- (3) In the course of a review the Council shall carry out such consultation as it thinks appropriate of members of the Charity and any other person or body as to what changes might be made to the list of appointing bodies.
- (4) A Nominations Committee appointed in accordance with clause 27 shall review the results of the consultation and shall then make recommendations to the Council as to:
  - (a) which bodies (“the candidate bodies”) should be included in the ballot paper to be issued to members of the Charity; and
  - (b) which 26 of the candidate bodies would, in the opinion of the Nominations Committee, be most suited to being included in the revised list of appointing bodies.
- (5) The Council shall on the occasion of each review make arrangements for a ballot of members of the Charity to be held on possible changes to the list of appointing bodies.
- (6) The arrangements made under this clause shall permit every member who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically.
- (7) For the purposes of paragraph (6) above a member is eligible to vote if he or she has been a member throughout the 70 days immediately preceding the published closing date for the ballot.
- (8) The arrangements made under this clause shall specify the date (“the review date”) from which any change to the list of appointing bodies is to have effect. The review date must be a date on or after the results of the review are published, but not later than the end of the review year.
- (9) The Council shall decide, having regard to the recommendations of the Nominations Committee:
  - (a) which candidate bodies shall be included on the ballot paper drawn up for the purposes of the ballot; and
  - (b) what recommendations shall be made to members as to which 26 of those bodies are most suitable to be appointing bodies.
- (10) The 26 candidate bodies which secure the highest number of votes in the ballot shall be appointing bodies with effect from the review date.
- (11) The procedures laid down by paragraphs (1) to (10) above may be amended by a resolution passed by the Council, by the Board of Trustees, and by the members of the Charity in general meeting.

## Section 1 – Leading the Trust

- 1.16.1 In making arrangements for the review of the list of Appointing Bodies, the Council will stipulate the date on which the new list will take effect. On that date those bodies ('the previous Appointing Bodies') which were on the old list but are not on the new list cease to be Appointing Bodies, and the bodies which have replaced them ('the new Appointing Bodies') become Appointing Bodies.
- 1.16.2 This stage of the process has no effect on the members of the Council who were appointed by the previous Appointing Bodies. Those members of the Council serve out the term for which they were appointed (normally three years), unless the member of Council concerned chooses to retire early from office. There is no convention or expectation that they should retire early in such circumstances.
- 1.16.3 When the term of office of each of those Council members appointed by the previous Appointing Bodies comes to an end (or they retire), their replacement on the Council will be appointed by one of the new Appointing Bodies. The new member of the Council will be appointed for three years unless the person they are replacing stood down early, in which case the new Appointing Body has the option (clause 21(4) of the Scheme as amended) of Appointing the new Council member for the balance of the term of the person they are replacing – at the end of which the newly appointed Council member can be reappointed.
- 1.16.4 Where the review of the list of Appointing Bodies has resulted in there being more than one new Appointing Body, the Secretary will determine which of the new bodies appoints to the first relevant vacancy amongst the appointed members of the Council, which to the second, and so on.
- 1.16.5 Because it may take up to three years for a vacancy to arise amongst the appointed members of the Council, there may be a time lag of up to three years between a new Appointing Body joining the list of Appointing Bodies and it making its first appointment.

### 1.17 Membership of the Council

#### **26. Requirement to be a member of the National Trust**

No person shall be eligible for appointment or election (as the case may be) as Chairman or Deputy Chairman, or as chairman of any country or regional committee or advisory panel, or as a member of the Board of Trustees, the Council or any country or regional committee, unless that person is a member of the Charity.

#### **14. The Council of the National Trust**

(1) The Council shall have 52 members consisting of:

- (a) 26 persons elected by members of the Charity in accordance with clause 16;
- and
- (b) 26 persons appointed in accordance with clause 17.

- 1.17.1 The Council is made up of 52 members, 26 elected by the members of the National Trust and 26 appointed by organisations whose interests coincide in some way with those of the National Trust. The total number of members of the Council will increase to 53 where the Council appoints a Chairman who is not a member of the Council at the time at which that appointment is made, until such time as he or she is elected (or appointed) to the Council, or ceases to be Chairman.

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## Section 1 – Leading the Trust

- 1.17.2 The breadth of experience and perspective brought by this mix of elected and appointed members enables the Council to fulfil its role of holding the Board of Trustees to account, ensuring that the Trust takes full account of the wider interests of the nation for whose benefit it exists and to act as the Trust's conscience in delivering its statutory duties.
- 1.17.3 Where appropriate, individual Council members may, through membership of a Regional or Country Advisory Board, Advisory Panel or ad hoc group set up to look at a specific issue, complement staff skills and advise staff on specific issues, help staff with policy development and provide advice as needed on major acquisitions and projects.

### **25. Eligibility to serve as a member of Council**

- (1) A person who would be disqualified from acting as a trustee of a charity may not serve as a member of the Council unless the Council resolves that that person is a fit person to act as a member of the Council.
- (2) If, whilst a person is serving as a member of the Council, an event occurs which would disqualify that person from acting as a trustee of a charity:
- (a) that person shall, immediately upon the event happening, cease to be a member of the Council, but
- (b) that person may subsequently stand for re-election or re-appointment if the Council resolves that, notwithstanding the event, that person is a fit person to act as a member of the Council.

### **19. Terms of office of members of Council**

- (1) All members of the Council shall hold office for three years from the date of their appointment or election, as the case may be.
- (2) A person who has held office as an appointed member or as an elected member shall be eligible for appointment or reappointment, or for election or re-election, as the case may be, to the Council.

- 1.17.4 All members of the Council are elected or appointed for a term of three years (except in the case of a casual vacancy) and are eligible to stand again. For elected members, the Nominations Committee will bear in mind the length of time an individual has served on the Council, observing the general principle that he or she should not normally serve more than three successive terms. Where there has been a gap of less than 23 months between two terms of office, those terms shall be treated as successive.
- 1.17.5 The core qualities and experience required for this position are listed in **Appendix C** to the Handbook, and may be modified in particular cases if the Council considers that appropriate.
- 1.17.6 The Council encourages chairmen of Advisory Panels and Regional or Country Advisory Boards, or their appointed nominees, to attend its meetings. The chairmen of the Wales and Northern Ireland Advisory Boards, or their appointed nominees, are expected to attend all Council meetings in circumstances when there are no Council members who are residents of those countries.

## 1.18 Resignation

### 20. Resignation from Council

A member of the Council may resign at any time by giving notice in writing to the Chairman.

## 1.19 Casual vacancies

### 21. Casual vacancies on Council

- (1) If a casual vacancy arises amongst the elected members of the Council the Council may appoint another person to fill the vacancy.
- (2) A member of the Council appointed under paragraph (1) above shall hold office until the next election to the Council, at which point he or she may stand for election.
- (3) If a casual vacancy arises amongst the appointed members of the Council the relevant appointing body may appoint a replacement.
- (4) At the time it makes an appointment under paragraph (3) the relevant appointing body shall decide whether the appointment is to be for a full three year term or for only the remainder of the term of the former Council member who is being replaced, and the person appointed shall then hold office accordingly.

- 1.19.1 Should a casual vacancy arise amongst the elected members of the Council the Council will as soon as practicable after that decide whether or not it wishes to fill the vacancy and, if so, what process it wishes to adopt in order to do so.

## 1.20 Meetings

### 14. The Council of the National Trust

- (2) The Council shall meet at least once a year.

### 43. Regulation of procedures

- (1) The Board of Trustees may from time to time make regulations for the management and administration of the Charity, the holding of meetings and the conduct of the business of the Charity and of the Board of Trustees, the Council and any committee, sub-committee or advisory panel.
- (2) Without prejudice to the generality of paragraph (1) above regulations made under that paragraph may specify the quorum for the Council or for any committee, sub-committee or advisory panel.
- (3) Subject to the National Trust Acts and this scheme, and to any regulations made under paragraph (1) above, the Board of Trustees, the Council and any committee, sub-committee or advisory panel shall each have power to regulate its own procedures.
- (4) In this clause “regulations” includes rules, standing orders and instructions.

- 1.20.1 The Council will normally meet three or four times a year.

## Section 1 – Leading the Trust

- 1.20.2 An agenda and related papers will be circulated at least seven days prior to a meeting, and minutes will be circulated in a timely manner.
- 1.20.3 In accordance with its powers under clause 43 of the Scheme, the Board of Trustees may make regulations for the management and administration of Council meetings, so far as it is consistent with the Scheme. The regulations may include provision for a quorum. How the Council arranges its business within any regulations made by the Board of Trustees will be a matter largely for the Council itself to decide. It is envisaged there will be at least one major discussion item on a particular aspect of the Trust's work on the agenda for each meeting. In addition there will be a regular pattern of business throughout the year. There will also be an annual visit to a country or region.
- 1.20.4 Using its power under clause 43 the Board of Trustees has established a Code of Conduct and Procedures for Meetings which apply to itself and to the Council and other governance bodies. These are set out in **Appendices F and G**.

### 1.21 Committees of inquiry

#### **28. Committees of inquiry**

- (1) The Council by resolution may establish a committee of inquiry to investigate any aspect of the affairs of the Charity.
- (2) The composition, procedures and terms of reference of a committee of inquiry established under this clause shall be specified in the resolution by which the committee is established.
- (3) A committee of inquiry shall have all necessary powers of calling for documents, assistance and evidence from the Board of Trustees and from the staff of the Charity.
- (4) The committee of inquiry shall report back to the Council and the Council shall then decide what action, if any, to take.
- (5) A resolution under this clause to establish a committee of inquiry shall not be valid unless supported by at least two-thirds of the members of the Council present at the meeting at which the resolution is considered.

#### **6. Termination of membership of Board of Trustees**

- (1) A person shall cease to be a member of the Board of Trustees if he or she:
  - (a) is removed by a resolution of the Council supported by at least 30 members of the Council or at least two-thirds of the members of the Council present at the meeting and eligible to vote, whichever is the greater;

- 1.21.1 The Council can appoint a committee of enquiry to investigate and consider any matter about which the Council has serious concerns, including any actions of the Board of Trustees or some of the members of the Board of Trustees.



## Section 1 – Leading the Trust

- 1.21.2 Under the provisions of clause 6 of the Scheme, the Council has the power to dismiss one or more, or all, members of the Board of Trustees. This power is to be used only in exceptional circumstances such as if, in the opinion of the Council, the behaviour of an individual, or individuals, or of the Board of Trustees as a whole, is likely to damage the organisation. A decision to dismiss a member, or members, of the Board of Trustees would need to be approved by at least 30 members of the Council, or at least two-thirds of the members of the Council present at the meeting and eligible to vote, whichever is the greater.

## The Senior Member of the Council

### 1.22 Role

1.22.1 The Senior Member of the Council is elected by the Council by ballot from among its existing members. The Senior Member should not be a member of the Board of Trustees.

1.22.2 Main responsibilities and tasks, to:

- be the subsequent point of contact for individual members of the Council who have raised a matter with the Chairman and/or Deputy Chairman but do not feel they have had a satisfactory response, and take through and try to resolve any issues they may have
- follow up with the Chairman any widely-shared concerns and, if required, chair a discussion at a Council meeting to agree what action is needed
- chair discussions by the Council on the performance of the Board of Trustees and follow up any concerns with the Chairman of the Trust
- lead the process for the appointment of the Chairman and Deputy Chairman of the Trust and chair the Nominations Committees for their appointment

#### **22. Appointment of *Chairman, Deputy Chairman and Senior Member of Council***

(7) The Senior Member of the Council shall chair any part of any meeting of the Council at which the Council considers:

- (a) any proposal to remove a member of the Board of Trustees;
- (b) any proposal to censure the Board of Trustees; and
- (c) any other business the nature of which, in the opinion of a majority of members of the Council present at the meeting, is such as to make it inappropriate for the Chairman or the Deputy Chairman to chair the meeting while that business is being considered.

### 1.23 Appointment

#### **22. Appointment of *Chairman, Deputy Chairman and Senior Member of Council***

(1) Subject to paragraph (2) below, the members of the Council shall appoint from their number:

- (c) a person (“the Senior Member of the Council”), who shall not be a member of the Board of Trustees, to exercise the functions conferred on him or her by this scheme.

(4) *The Chairman and Deputy Chairman and the Senior Member of the Council* shall hold office for 3 years and shall then retire from office, but shall be eligible for re-appointment.

## 1.24 Removal

### **23. Removal of *Chairman, Deputy Chairman or Senior Member of Council***

- (2) The Council may by resolution remove the Senior Member provided that the resolution is supported by at least 20 members of the Council or more than half of the members of the Council present at the meeting and eligible to vote, whichever is the greater.
- (3) A resolution under paragraphs (1) or (2) above shall not have the effect of removing a *Deputy Chairman or Senior Member* from the Council.

- 1.24.1 The Senior Member of the Council may resign at any time by giving notice in writing to the Chairman. The Senior Member must stand down if he/she ceases to be a member of the Council or becomes a Trustee.

## 1.25 Casual vacancy

### **24. *Chairman, Deputy Chairman and Senior Member of Council: casual vacancies***

- (1) On a casual vacancy occurring in the office of *Chairman or Deputy Chairman or Senior Member of the Council* the Council shall appoint a person to fill the vacancy.
- (3) At the time it makes an appointment under paragraph (1) the Council shall decide whether the appointment is to be for a full three year term or for only the remainder of the term of the former Chairman, Deputy Chairman or Senior Member of the Council whose office is to be filled, and the person appointed shall then hold office accordingly.

# Section 2

## Making governance appointments

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## Principles underlying governance appointments in the Trust

The Trust recognises that one of the most important means by which openness, transparency and accountability can be achieved is through the appointment, selection or election, as appropriate, of high-calibre volunteers capable of overseeing the governance arrangements of the Trust, ensuring that it remains focused on achieving its mission efficiently and effectively.

The Appointments Committee of the Board of Trustees and the various Nominations Committees of the Council, play a key role in the process of governance appointments. They ensure adherence to the principles and standards set out in this Handbook in making governance appointments. An external member sits on each of these committees to increase the rigour of the appointments procedures.

Before an appointment, selection or election process is initiated for any of the bodies in the governance structure, the relevant committee will take into account:

- the aims and purposes of the body concerned
- the knowledge, skills and experience required for the position in question
- the intention to create a diverse and effective body
- the intention to meet standards of good governance
- the intention to avoid conflicts of interest

These aims will be pursued in a manner proportionate to the nature of the positions to be filled.

The Committees will ensure that selection, appointment and election processes are:

- conducted in an open and transparent way
- applied in a fair, equitable, objective and impartial manner
- designed to be thorough, robust and expeditious
- applied consistently
- fully explained and readily comprehensible

### Equality and diversity

The Trust is committed to ensuring that the principles of equality and diversity remain at the forefront of the selection, appointment and election processes.

Equality is about creating a fairer society where everyone can participate and has the opportunity to fulfil their potential. It can be summarised in terms of equal access, treatment, shares and outcomes and is backed by legislation designed to address unfair discrimination.

Diversity is about the recognition and valuing of difference in its broadest sense. It is about creating a working culture and practices that recognise, respect, value and harness difference for the benefit of the organisation and the individual.

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## Section 2 – Making governance appointments

At appropriate stages in the selection, appointment and election processes, candidates will be invited to familiarise themselves with the Trust's Equality and Diversity Policy, outlined in Appendix A to the Handbook. The policy, which has been written for the purpose of internal staff processes, applies equally to all governance appointments.

### **Whistle-blowing**

The Trust acknowledges that, however strong its commitment to openness, transparency and accountability, it may not always get matters right. The Trust has therefore established a process whereby everyone involved with the organisation, including those holding governance positions, can raise significant issues. The detail of this whistle-blowing process is outlined in **Appendix B** of the Handbook.

By providing a clear framework for identifying concerns, particularly those involving perceived failings in the organisation's governance process, the Trust is seeking to demonstrate the values of openness and responsiveness which underpins its approach to running the organisation.

### **Length of appointment**

The general principle for governance appointments is a maximum of three consecutive terms of three years, mindful that exceptional circumstances may arise which merit appointment for a further term/s.

Exceptions to this rule include the Board of Trustees, the Chairman and Deputy Chairman of the National Trust and external members of committees. The specific length of governance appointments is also reflected in the individual terms of reference for each governance body.

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## Board of Trustees' appointments processes

### 2.1 Appointment of committees of the Board of Trustees

#### 12. Establishment of committees and advisory panels

- (1) The Board of Trustees may from time to time establish and dissolve committees including country and regional committees and advisory panels.
- (2) A committee established under this clause:
  - (a) may consist of one or more persons
  - (b) may include persons who are not members of the Board of Trustees, and
  - (c) except in the case of a country and regional committee or an advisory panel, must include at least one member of the Board of Trustees.
- (3) The Board of Trustees may delegate any of its functions to any committee established under this clause.
- (4) A committee established under this clause shall report to the Board of Trustees in accordance with any instructions given by the Board of Trustees under clause 43.
- (5) A committee established under this clause shall keep a proper record of its proceedings.

2.1.1 The Board of Trustees may, from time to time, establish and dissolve committees. These will include standing committees, as well as Regional and Country Advisory Boards and Advisory Panels.

2.1.2 The Board of Trustees has the following standing committees:

Appointments  
Audit  
Senior Management Remuneration  
Investment

2.1.3 The Board of Trustees may establish other ad hoc committees as the need arises.

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## The Appointments Committee

### 2.2 Role

2.2.1 The Appointments Committee of the Board of Trustees is established under the governance principles set out at the beginning of this Handbook.

2.2.2 The Appointments Committee is a standing committee of the Board of Trustees, set up to assist the Board of Trustees with the appointments processes for which it is responsible.

#### 2.2.3 Main responsibilities

The Committee recommends to the Board of Trustees suitable non-Trustee candidates for:

- standing committees of the Board of Trustees
- other ad hoc committees of the Board of Trustees

The Committee recommends to the Board of Trustees suitable candidates for:

- Chairmen of Regional and Country Advisory Boards
- Chairmen of Advisory Panels

The Committee is responsible for:

- setting organisational standards for governance appointments
- setting organisational standards for ensuring diversity in governance appointments
- assisting the Board of Trustees in setting policy and good practice in governance appointments, inductions and succession planning

2.2.4 In accordance with clause 26 of the Scheme, Chairmen of Regional and Country Advisory Boards and Panels, and members of Regional and Country Advisory Boards, should be a member of the National Trust. Other non-Trustee appointments need not be members of the National Trust.

#### 2.2.5 Main tasks

- prepare implementation plans and timetables for the selection processes for:
  - non-Trustee candidates for the standing committees of the Board of Trustees
  - Chairmen of the Regional and Country Advisory Boards
  - Chairmen of the Advisory Panels
  - non-Trustee candidates for ad hoc committees of the Board of Trustees
- work with the respective Chairmen of the Regional and Country Appointments Sub-Committees and the Panel Chairmen to identify the particular skills, knowledge, experience and characteristics needed to fulfil the various Chairman roles
- provide guidance to the Regional and Country Appointments Sub-Committees and the Panel Chairmen on the appointment of members of Regional and Country Advisory Boards and of Advisory Panels respectively
- to meet and hold a structured discussion with prospective candidates for the various Chairmen/Committee roles and scrutinise their suitability against the criteria for the skills, knowledge, experience and characteristics required

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- make recommendations to the Board of Trustees
- inform the successful and unsuccessful candidates, and offer feedback
- ensure that arrangements are put in place for the induction, support and development of committee and panel members
- receive and consider annual reports from Regional and Country Appointments Sub-Committees and Panel Chairmen
- ensure that the necessary succession planning is in hand
- determine how best to encourage applications from suitable candidates

ensure that the Regional and Country Advisory Board Chairmen, and Panel Chairmen:

- have their own performance reviewed by the Advisory Board/Panel
- review the performance and effectiveness of their body
- support and develop committee and panel members

support the appointments process by maintaining a register of Board of Trustees, Council, Regional and Country Advisory Board members and members of other committees, and panel members, setting out their skills, knowledge, experience, characteristics, geographical location and details of their current and previous involvement with the Trust

### 2.2.6 Reporting

- The Committee will make available to the Board of Trustees the minutes of its meetings.
- The Committee will prepare an annual report to the Board of Trustees setting out its activities for the year.

## 2.3 Membership of the Appointments Committee

2.3.1 The Committee is appointed by the Board of Trustees and consists of one external member, the Deputy Chairman of the Trust and at least two other members of the Board of Trustees with the right skills and experience relevant to the work of the Committee. The Board of Trustees decides which Trustees should serve on the Committee. A member of the Board of Trustees chairs the Appointments Committee. The quorum is three members.

2.3.2 Board of Trustees members of the Committee will be appointed for a term of office to be decided by the Board of Trustees, consistent with their membership of the Board of Trustees.

2.3.3 The external member may (but need not necessarily) be appointed from the pool of external members established by the Council for its Nominations Committees. For reasons of independence, the external member appointment will be limited to a period of (up to) five years, and that person may not subsequently be reappointed until a further three years have elapsed.

The core qualities and experience required for membership of the Committee are listed in **Appendix C** to the Handbook, and may be modified in particular cases if the Board of Trustees considers that appropriate.

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## Section 2 – Making governance appointments

Normally there should be a gap of 23 months between a member of staff leaving the Trust and becoming a governance volunteer, to allow a period of independence from the Trust. The final decision should rest with the relevant governance body chairman, having first taken advice from the Secretary.

### 2.4 Meetings

- 2.4.1 Decisions will normally be taken on the basis of consensus, and otherwise on the basis of a simple majority of members present and voting at a duly convened meeting. The chairman of the Committee may cast a second or casting vote only if there is a tied vote.
- 2.4.2 The Chairman of the Committee will be responsible for conducting an annual review of the performance and effectiveness of the Committee. As part of this process, the chairman will consider what measures are appropriate to support and develop committee members.
- 2.4.3 Using its power under clause 43 the Board of Trustees has established a Code of Conduct and Procedures for Meetings which apply to itself and to the Council and other governance bodies. These are set out in **Appendices F and G**.

### 2.5 Appointments

- 2.5.1 Applications for appointments falling within the remit of the Appointments Committee will be invited through public advertisement, using appropriate media. Details of the selection criteria, and of the appointments process, will be freely available from the Trust, and will also be contained on the Trust website.
- 2.5.2 Members of the Appointments Committee and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.
- 2.5.3 Short-listed candidates for the position of Chairman of a Regional or Country Advisory Board or of an Advisory Panel, will be interviewed by a panel drawn from the Appointments Committee, with the external member of the relevant Regional or Country Appointments Sub-Committee (or, in the case of the Advisory Panels, a member of the relevant Panel). The Chairman of the relevant Board of Trustees Committee will be involved in the interviews for new non-Trustee members of that committee.
- 2.5.4 The Appointments Committee will put its recommendations to the Board of Trustees for approval.

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## Regional and Country Appointments Sub-committees

### 2.6 Role

2.6.1 The Appointments Sub-Committee is a sub-committee of the relevant Regional or Country Advisory Board, set up to advise that Regional or Country Advisory Board on the choice of new members. It will discuss its brief with the Regional or Country Advisory Board ('the Advisory Board') and will report regularly to it on its work during the year.

#### 2.6.2. Main responsibilities

The Sub-committee will assist the Advisory Board with the appointment or reappointment of members and be responsible for ensuring that the appointments process adheres to the governance principles set out at the beginning of the Handbook. It will identify and recommend to the Advisory Board the people it believes will make the most suitable members.

#### 2.6.3 Main tasks

- prepare an implementation plan and timetable for the selection process
- prepare a succession plan and ensure that the Advisory Board includes people with the potential, appropriate backgrounds, skills, knowledge, experience, characteristics and time to become Chairman of the Advisory Board
- carry out a skills audit of members of the Advisory Board and work with them to identify, in the context of the region's or country's key strategic priorities, the skills, knowledge, experience and characteristics needed to complement the existing membership of the Advisory Board to ensure that it achieves its role and responsibilities
- meet and hold a structured discussion with prospective candidates for the Advisory Board and scrutinise their suitability against the criteria for the skills, knowledge, experience and characteristics required
- in the light of the foregoing, recommend to the Advisory Board the candidates it believes will make the most suitable members
- inform the successful and unsuccessful candidates, and offer feedback
- ensure that arrangements are put in place for the induction, support and development of the Advisory Board members
- develop the interest of prospective committee members in the work of the Trust in general and the region or country in particular
- if required by the Chairman, assist the Advisory Board in reviewing its own performance
- report annually to the Appointments Committee of the Board of Trustees and work closely with it to ensure that the governance principles set out at the beginning of the Handbook are being observed

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## **2.7 Membership of the Regional and Country Appointments Sub-committees**

- 2.7.1 The Sub-committee will be appointed by the Advisory Board and will consist of the Regional or Country Advisory Board chairman, a further member of the Advisory Board and one external member, who will be appointed by the Advisory Board.
- 2.7.2 For reasons of independence, the external member appointment will be limited to a period of (up to) five years, and that person may not subsequently be reappointed until a further three years have elapsed.
- 2.7.3 Applications for the external member will be invited through public advertisement using appropriate media. Public advertisement includes the National Trust website and does not necessarily imply an obligation to advertise in local or national press. Candidates may also be identified from applications for other posts or from other relevant sources or contacts.
- 2.7.4 The Committee will appoint the Chairman of the Sub-Committee, who may be either the Committee Chairman or the external member.

## **2.8 Appointments for members of the Regional and Country Advisory Boards**

- 2.8.1 Applications will be invited through public advertisement, using appropriate media. Public advertisement includes the National Trust website and does not necessarily imply an obligation to advertise in local or national press. Details of the selection criteria, and of the appointments process, will be freely available from the Trust, and will also be available on the Trust website. Short-listed candidates will be selected and interviewed in person by the sub-committee, which will recommend to the Advisory Board those candidates it believes will make the most suitable members.
- 2.8.2 Members of the Regional or Country Advisory Board and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.

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## Advisory Panels

### 2.9 Appointments for members of the Advisory Panels

- 2.9.1 The Chairman of each Advisory Panel should be appointed by the Board of Trustees, assisted by its Appointments Committee. In agreeing the selection criteria and in considering the applications received for the post, the Appointments Committee should involve both the Advisory Panel and the staff with whom the Advisory Panel works most closely (see also [4.7.1](#)). As with all panel appointments applications will usually be invited by public advertisement (see also [2.9.4](#))
- 2.9.2 Appointment to the Chairmanship of the Panel will normally be for a term of three years. Chairmen should not normally serve more than three successive full terms on these Panels. Where there has been a gap of less than 23 months between two terms of office, those terms shall be treated as successive (see also [4.7.2](#)).
- 2.9.3 Other members of advisory panels usually serve for two terms of three years. If a panel chairman considers an individual's expertise particularly important and/or difficult to replace he or she can allow individuals to serve third terms. Any extension beyond nine years should take place only in the most exceptional circumstances and only after the chairman has first consulted with the Chairman of the Appointments Committee.
- 2.9.4 The appointment process for members of a Panel should be conducted by the Chairman of the Panel normally with two Panel members, and in consultation with the staff with whom the Advisory Panel works most closely. Applications for new members of an Advisory Panel will usually be invited by public advertisement. Public advertisement includes the National Trust website and does not necessarily imply an obligation to advertise in local or national press. Any such advertisement will explain clearly the role of the Panel and the appointment process. Members of Advisory Panels and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.
- 2.9.5 Short-listed candidates will be selected and interviewed by the Panel Chairman normally with two Panel members, and in consultation with the staff with whom the Advisory Panel works most closely. The Panel Chairman will put all recommendations for new Panel members to the Panel for formal approval. In making recommendations, the Panel Chairman will take into account the skills, experience and personal qualities of the candidates and the particular areas in which the Panel would benefit from a stronger base of expertise, knowledge or perspective.

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## Council nominations processes

### 2.10 Role

- 2.10.1 All Nominations Committees of the Council operate consistently with the governance principles set out at the beginning of this Handbook.

#### 27. Nominations Committee

- (1) The Council shall:
- (a) whenever the involvement of a Nominations Committee is provided for under clause 16 or clause 18, and
  - (b) whenever the Council is to make an appointment to the Board of Trustees, or is to appoint the Chairman or Deputy Chairman,  
appoint a committee to be known as a Nominations Committee to assist the Council (and, in the case of elections to the Council, the members of the Charity).
- (2) The size and criteria for membership of each Nominations Committee shall be determined by resolution of the Council provided that at least one member of each Nominations Committee shall be a person who is external to the Charity.

#### 1. Definitions

- (2) For the purposes of this scheme, a person is external to the Charity if that person –
- (a) is not a member of the Board of Trustees, the Council, any Country or Regional Committee, or any advisory panel;
  - (b) has not been a member of any such body within the previous three years;
  - (c) is not, and has not been within the previous three years, an employee of the Charity, and
  - (d) is not the spouse, parent or child of a person falling within any of sub-paragraphs (a), (b) or (c) above.

- 2.10.2 Main responsibilities

A Nominations Committee will assist the Council in the following selection or appointment processes:

External members of the Nominations Committees  
The Chairman and Deputy Chairman  
Members of the Board of Trustees  
Elected members of the Council  
The review of appointing bodies

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## 2.11 Membership of Nominations Committees

- 2.11.1 It is important that members of a Nominations Committee are the best people for the job. They need to have the right experience and skills, directly relevant to the work of the committee. They must demonstrate independence of mind, and work to a high standard of consistency, openness, fairness and objectivity. This will give them credibility and engender confidence in the Trust's governance.
- 2.11.2 Given that the Trust wishes to broaden its appeal, it is also important that these committees are made up of people with a range of different backgrounds and perspectives.
- 2.11.3 A Nominations Committee is made up of two or three members of the Council and one external member. The Chairman of a Nominations Committee is appointed from among the members at the first meeting. The Chairman can be either a member of the Council or the external member. In the case of the Nominations Committees for the appointment of the Chairman and Deputy Chairman, the Senior Member will normally chair the Committee unless they have a conflict of interest. The quorum for a Nominations Committee is three, including the external member.

## 2.12 Qualities and experience

- 2.12.1 All members of a Nominations Committee should demonstrate that they:
- understand and are committed to best practice in recruitment and selection, and to processes which are fair, open and transparent
  - have broad experience of good governance, and an understanding of the governance of charities and the duties and responsibilities of trustees
  - are knowledgeable about the aims and purposes of the National Trust, and committed to its objectives
  - will act with integrity at all times
  - in their role as members of the Committee, act solely in the best interests of the Trust, and without regard to their own personal interest or benefit or to the interest or benefit of their appointing body
  - approach decisions objectively and fairly and, in recommending appointments, make choices on merit
  - are willing to be accountable for their decisions and recommendations
  - have no potential conflicts of interest
  - are able to commit the necessary time to be an effective member of the Committee
- 2.12.2 The Nominations Committee needs to demonstrate that it has, amongst its members, experience of participating in effective recruitment, selection and induction processes.
- 2.12.3 The Chairman of a Nominations Committee should also be able to demonstrate:
- independence and openness of mind

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- the ability to contribute experience
- wisdom and good judgement
- good chairmanship skills
- an understanding of the Trust and its strategic aims and priorities

2.12.4 An external member of a Nominations Committee should bring additional experience and qualities of judgement and also be able to demonstrate:

- independence and openness of mind
- wisdom and good judgement
- the ability to work well as an independent member of the team
- wide experience of governance in organisations which take good practice in this field seriously
- significant experience in a non-executive Board role in more than one sector (defined as private, public or voluntary sectors)
- previous experience as a member of a nominations committee, or similar, and an understanding of good practice

### 2.13 Appointment of Council members of a Nominations Committee

2.13.1 Each time the Council sets up a Nominations Committee it will decide whether it wishes the Committee to have two or three Council members on it. The Secretary will invite applications from members of the Council interested in serving on the Committee. The selection of Council members for the Committee will normally be by secret ballot to be conducted outside of the meeting of the Council, unless the Council determines otherwise. All members of the Council, including those standing for membership of the Committee, may vote. Those standing will be asked, when they submit their application before the ballot, to submit a statement of not more than 200 words explaining why they wish to serve on the Committee and what relevant qualities and experience they have, and those statements will be circulated in advance of the ballot. If the Council determines to conduct a ballot at a meeting of the Council, only those members present at the meeting (including those standing for election) may vote.

### 2.14 Appointment of a pool of external members to serve on Nominations Committees

#### 1. Definitions

- (2) For the purposes of this scheme, a person is external to the Charity if that person –
- (a) is not a member of the Board of Trustees, the Council, any Country or Regional Committee, or any advisory panel;
  - (b) has not been a member of any such body within the previous three years;
  - (c) is not, and has not been within the previous three years, an employee of the Charity, and
  - (d) is not the spouse, parent or child of a person falling within any of sub-paragraphs (a), (b) or (c) above.

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- (3) For the purposes of paragraph (2) above –
- (a) “child” includes a stepchild and an illegitimate child;
  - (b) a person living with another as that person’s husband, wife or long term partner shall be treated as that person’s spouse; and
  - (c) the fact that a person is a member of the Charity does not preclude that person from being external to the Charity.

- 2.14.1 External members will be appointed by the Council, on the recommendation of the Nominations Committee set up for this purpose, to a pool of such external members to serve across the spectrum of Council Nominations Committees. The Council will decide the criteria to be used in assessing the suitability of candidates for appointment as an external member. When the Board of Trustees (as distinct from the Council) wishes to appoint an external member of the Board of Trustees’ Appointments Committee, the Board of Trustees may (but need not necessarily) appoint as such external member a person from the pool of external members established by the Council.
- 2.14.2 Members of the Council and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.
- 2.14.2 Applications for external members will be invited through public advertisement, setting out the detail of the appointments process. Public advertisement includes the National Trust website and does not necessarily imply an obligation to advertise in local or national press. Short-listed candidates will be selected and interviewed by the Nominations Committee established for the purpose. The Nominations Committee will recommend to the Council the candidates who in its opinion best meet the skills, experience and personal qualities required. The final decision will be made by the Council. The process of selection will be by ballot to be conducted outside of the meeting of the Council, unless the Council determines otherwise.
- 2.14.3 External members will be expected to demonstrate actual independence of the National Trust over the past three years as defined in clause 1 (2) of the Scheme. Being an external member of a Nominations Committee, Appointments Committee or any Regional Appointments Subcommittee does not itself disqualify someone from being ‘external’ for future appointments. But to ensure the independence of external members they may only hold a post (or series of posts) as external member for a maximum of five years, after which they may not be reappointed until a further three years have elapsed.
- 2.14.4 An external member may, but does not need to, be a member of the National Trust.

### **2.15 Appointment of an external member of a Nominations Committee**

- 2.15.1 Each time the Council sets up a Nominations Committee, the Council will select as the external member of that Committee one of the pool of external members, taking account of a recommendation of the Secretary. If the recommendation is not accepted, the matter will be decided by the Council in such manner as the Chairman (or, in the event of a Nominations Committee for the appointment of the Chairman or Deputy Chairman, the Senior Member) considers appropriate.

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## 2.16 Appointment and reappointment of the Chairman or the Deputy Chairman

### 22. Appointment of Chairman, Deputy Chairman and Senior Member of Council

(4) The Chairman and Deputy Chairman and the Senior Member of the Council shall hold office for 3 years and shall then retire from office, but shall be eligible for re-appointment.

- 2.16.1 The Chairman and the Deputy Chairman will be appointed or reappointed by the Council on the recommendation of Nominations Committees set up for that purpose. The Council will approve the criteria they use.

## 2.17 Appointment of the Chairman

- 2.17.1 The process should start at least a year before the appointment is due.
- 2.17.2 Applications for a new Chairman will be invited through public advertisement, setting out the appointment process. The Chairman must be a member of the Trust. Short-listed candidates will be selected and interviewed by the Nominations Committee established by the Council for the purpose, and normally chaired by the Senior Member.
- 2.17.3 Members of the Council and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.
- 2.17.4 The Committee will make a recommendation to the Council as to which candidate in its opinion best meets the approved criteria. The final decision will be made by the Council.
- 2.17.5 The Chairman will be appointed by secret ballot to be conducted at a meeting of the Council, unless the Council asks for an open vote, or the Chairman of the meeting determines an open vote to be appropriate.
- 2.17.6 A Council member who is a candidate will not take part in the debate or the decision, unless the Council otherwise decides.
- 2.17.7 If the Council is not happy with the recommendation of the Nominations Committee, it can ask the Committee to reconsider its recommendation.

## 2.18 Appointment of the Deputy Chairman

- 2.18.1 The Deputy Chairman will be appointed from amongst the members of the Council. The announcement to the Council of the vacancy will explain clearly the appointment process. Shortlisted candidates will be selected and interviewed by the Nominations Committee established for the purpose, and normally chaired by the Senior Member.
- 2.18.2 The Committee will make a recommendation to the Council as to which candidate in its opinion best meets the approved criteria. The final decision will be made by the Council.
- 2.18.3 The Deputy Chairman will be appointed by secret ballot to be conducted at a meeting of the Council, unless the Council asks for an open vote, or the Chairman of the meeting determines an open vote to be appropriate.
- 2.18.4 A Council member who is a candidate will not take part in the debate or the decision, unless the Council otherwise decides.

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- 2.18.5 If the Council is not happy with the recommendation of the Nominations Committee, it can ask the Committee to reconsider its recommendation.

## **2.19 Reappointment of the Chairman or the Deputy Chairman**

- 2.19.1 Both Chairman and Deputy Chairman are appointed for initial terms of three years, with the expectation that if their performance is satisfactory they will normally be asked to serve a second and, in some cases, a third three-year term. Where there has been a gap of less than 23 months between two terms of office, those terms shall be treated as successive.
- 2.19.2 Towards the end of the second year of each three-year term the Senior Member, with the help of a Nominations Committee set up for that purpose, will take soundings from the Council and others on the performance of the Chairman or Deputy Chairman (as the case may be). That process will include a discussion by the Council, chaired by the Senior Member, on the Chairman or Deputy Chairman's performance. The Chairman or Deputy Chairman will retire from the meeting during the discussion relating to their respective performance.
- 2.19.3 The Council will then decide whether it wishes to reappoint the Chairman (or Deputy Chairman) or whether it wishes to seek other candidates for the post and to follow the appointment process set out in the previous sections. If the Council decides that it wishes to seek other candidates that does not preclude the Chairman (or Deputy Chairman) from standing as a candidate.
- 2.19.4 The decision as to whether to reappoint the Chairman (or the Deputy Chairman) or to seek other candidates will be made by secret ballot to be conducted at a meeting of the Council, unless the Council asks for an open vote, or the Chairman of the meeting determines an open vote to be appropriate.

## **2.20 Appointment and reappointment of members of the Board of Trustees**

### **3. Board of Trustees**

- (4) The Board of Trustees shall have a minimum of 9 and a maximum of 15 members, unless –
- (a) a resolution is passed by the Council and by the Board of Trustees to change the minimum or maximum numbers, or both numbers, and
  - (b) the Commissioners give their approval in writing to such a change.
- (5) A majority of the members of the Board of Trustees shall be members of the Council.
- (6) The Chairman and Deputy Chairman shall automatically be members of the Board of Trustees.
- (7) All members of the Board of Trustees other than the Chairman and the Deputy Chairman shall be appointed by the Council in accordance with published procedures decided by the Council.
- (8) Except as provided by paragraph (10) below every member of the Board of Trustees shall be appointed for three years, and retiring members shall be eligible for re-appointment.
- (9) The Council shall exercise its powers with the object of ensuring that, so far as is practicable, the terms of office of approximately one third of the members of the Board of

## Section 2 – Making governance appointments

Trustees expire every year.

(10) The Council may, exceptionally, appoint a member of the Board of Trustees for a term of less than three years where this is necessary to achieve the object referred to in paragraph (9) above.

- 2.20.1 Each year the Council will oversee the arrangements for the appointment, or reappointment, of members of the Board of Trustees. The process will aim to ensure that the Trust always has a 'well-rounded' Board of Trustees, collectively demonstrating the required combination of skills, expertise, knowledge, experience, perspective, personal qualities and background necessary for the successful operation of the organisation. Trustees will also be expected to be able to satisfy the time commitment required by the position.
- 2.20.2 A Nominations Committee will be put in place by the Council to assist it with this process. Each time the Council sets up a Nominations Committee, the Council will decide on the term for this new Nominations Committee. Once a person has been appointed to this Nominations Committee, they may not stand for election to the Board of Trustees in the year in question.
- 2.20.3 Trustees, members of the Council and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.
- 2.20.4 The Nominations Committee will recommend to the Council the criteria which will be used to assess candidates for available positions on the Board of Trustees. As part of this process, the Committee may take soundings from members of the Council, the Director-General and such other parties as it considers helpful. The Chairman, and/or the Deputy Chairman, is entitled to be an observer at meetings of the Committee and to share the Board of Trustees' views concerning its composition with the Chairman of the Nominations Committee. On the completion of these consultations, the criteria to be used by the Committee will be formally approved by Council.
- 2.20.5 The appointment process will ensure that there is always a majority of Council members on the Board of Trustees. At present the aim is normally to have twelve members of the Board of Trustees with either eight or nine of those twelve people being Council members. Trustees are appointed for a three-year term, except where a Trustee is appointed in accordance with clause 3 (10) of the Scheme, or to fill a casual vacancy.
- 2.20.6 It may happen that someone is a member of the Council at the time they are appointed as a Trustee, but ceases to be a member of the Council before their three-year term expires. Conversely, it may happen that someone becomes a member of the Council after being appointed a Trustee. In either such case, the individual is entitled, should they wish to do so, to complete their three-year term as a Trustee, despite the fact that they have ceased to be, or they have become, a member of the Council. However, it is expected that any Trustee in this situation would be sensitive to the need for there to be a majority of members of the Board of Trustees who are members of the Council, and (normally) at least three who are not. In these circumstances, or in other appropriate circumstances (for example, where a particular balance of skills is required), the Council may decide to make one or more further appointments to the Board of Trustees up to a maximum limit of fifteen members. In particular circumstances the Council also has power to remove one or more Trustees (Clause 6 of the Scheme).

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- 2.20.7 A Trustee whose performance is deemed to be satisfactory may expect to be reappointed to a second term, subject to the Council, having taken advice from the Nominations Committee, being content that the balance of skills on the Board of Trustees, the balance between Council and non-Council members of the Board of Trustees, and the need for appropriate refreshment of the Board of Trustees, is satisfied.
- 2.20.8 Nominations for new Trustees – either from Council or from elsewhere – will normally be invited only if:
- an existing Trustee coming to the end of their first three-year term of office decides that they do not wish to be re-appointed, thus creating a vacancy
  - an existing Trustee comes to the end of their second three-year term of office on the Board of Trustees, (unless exceptional circumstances warrant an additional reappointment period)
  - the performance of an existing Trustee is judged not to be satisfactory
  - the Council decides that the balance between Council members and non-Council members on the Board of Trustees should be adjusted
  - the Council decides to increase the number of Trustees on the Board
  - the Council, having taken advice from the Nominations Committee, decides that the balance of skills on the Board of Trustees requires adjustment, or it needs to be refreshed
- 2.20.9 When the Council decides that applications for new non-Council members of the Board of Trustees are to be invited, this will be done through public advertisement, setting out the appointment process and the selection criteria. In addition all members of the Council, Regional and Country Advisory Boards, Board of Trustees Committees and Advisory Panels will be sent details.
- 2.20.10 The Nominations Committee will use a review system to assess the performance of those Trustees whose term of office is coming to an end in the year in question for the purpose of informing its recommendations on reappointments.
- 2.20.11 The Council is required to ensure, as far as is practicable, that the terms of office of approximately one-third of the members of the Board of Trustees come to an end each year. In order to effect this equation, the Nominations Committee may recommend to the Council that a Trustee is appointed for a term of one or two years.
- 2.20.12 A Trustee may normally expect to serve two terms of office of three years, making six years in total, if their performance is deemed to be satisfactory.
- 2.20.13 When a Trustee is appointed for a one year term (either as a first or second term) they may expect to be appointed to serve further terms up to a total period of service of seven years if their performance is deemed to be satisfactory. This is a specific exception to the provision, mentioned below, that the Nominations Committee would need to undertake additional work and consult the Council before recommending a third term.
- 2.20.14 When a Trustee is appointed for a two year term (either as a first or second term) they may expect to serve five years in total if their performance is deemed to be satisfactory.
- 2.20.15 This provision of an appointment of one or two years shall be used only in order to achieve the effect of approximately one-third of the Trustees' terms of office coming to an end each year.

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- 2.20.16 A Trustee may be considered for appointment to serve a third term if exceptional circumstances demonstrate a strong case for this. In such circumstances, the Nominations Committee will undertake additional consideration of the issue to assess whether such an appointment would be appropriate and justified. Where the Committee is minded to consider recommending a Trustee for a third term, it will consult the Council in advance on the principle of making such a recommendation.
- 2.20.17 If a casual vacancy occurs among the members of the Board of Trustees the Council may opt to appoint a person to serve the remainder of the term of office of that Trustee. If the remaining term of office is one year or less, there will be a presumption that the Trustee may be reappointed for two further terms, subject to their performance being deemed to be satisfactory.
- 2.20.18 Short-listed candidates for any vacancy on the Board of Trustees will be selected and interviewed by the Committee. Following the interview process, the Committee will present a report and recommendations to the Council as to which candidate or candidates in its opinion best meet the approved criteria.
- 2.20.19 Where, in any particular year, there is more than one place on the Board of Trustees to be filled, the Nominations Committee will recommend to the Council a group, or 'slate', of candidates. In making its recommendation, the Committee will analyse any 'gap' which exists on the Board of Trustees and recommend the candidates who, taken together, are considered the best combination to fill that gap.
- 2.20.20 The decision whether or not to approve the Committee's recommendations will be taken by secret ballot to be conducted at a meeting of the Council, unless the Council asks for an open vote, or the Chairman of the meeting determines an open vote to be appropriate.
- 2.20.21 A Council member who is a candidate may take part in the debate prior to the ballot and can vote in the ballot.
- 2.20.22 If the Council is not happy with the recommendation of the Nominations Committee, it can ask the Committee to reconsider its recommendation. The final decision will be made by the Council.

## 2.21 Election of members of the Council

### 16. Elected members of Council

- (1) The Council shall make arrangements for the holding each year of elections of persons who are to be elected members in accordance with this scheme.
- (2) The Council shall each year after consulting with a Nominations Committee appointed in accordance with clause 27 draw up criteria to be applied in assessing candidates for election to the Council.
- (3) The Council shall publish the criteria referred to in paragraph (2) above in such manner as the Council may from time to time consider appropriate, and shall on request supply a copy of those criteria to any prospective candidate or any member of the Charity.
- (4) The Nominations Committee shall publish recommendations to members as to which candidates, in the opinion of the Nominations Committee, best satisfy the criteria for the time being drawn up under paragraph (2) above.
- (5) The arrangements made by the Council under paragraph (1) above shall in particular include arrangements for:
  - (a) the giving of notice of elections and for specifying the closing date for voting;
  - (b) the nomination of candidates;
  - (c) the provision of information by candidates; and
  - (d) the conduct of voting.
- (6) The arrangements made under paragraph (1) above shall permit every member of the Charity who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically.
- (7) For the purposes of paragraph (6) above a member is eligible to vote if he or she has been a member throughout the 70 days immediately preceding the published closing date for voting.
- (8) The procedures laid down by paragraphs (1) to (7) above may be amended by a resolution passed by the Council, by the Board of Trustees, and by the members of the Charity in general meeting.

- 2.21.1 Each year applications for Council membership will be invited through public advertisement, setting out the election process. A ballot will be held each year to fill any vacancies on the Council. The arrangements made by the Council for the elections will include provision for agreed information about candidates to be made available to voting members of the National Trust. In the interests of fairness as between candidates, candidates should not seek additional methods of publicising their candidature.
- 2.21.2 Each year the Council will set up a Nominations Committee to make recommendations to the members of the National Trust for the election of members of the Council. The Council will approve the criteria to be used by the Nominations Committee. The table at **2.21.10** sets out the respective responsibilities of the Council and of the Nominations Committee.
- 2.21.3 Once a person has been appointed to this Nominations Committee, they may not stand for election to the Council in the year in question, nor may they propose or second another person standing for election to the Council.

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- 2.21.4 The Nominations Committee will recommend to the members of the National Trust which of the candidates standing for election it believes would make the most suitable members of the Council. In making its recommendations the Committee will take into account the knowledge, skills and experience of the candidates and the particular areas in which the Council would benefit from a stronger presence of such attributes in the work of the Council.
- The Nominations Committee should recognise that the membership of the Council should reflect the breadth and depth of the Trust's work, a wide range of perspectives and the broad spectrum of those with an interest in, and a connection to, the Trust's work.
- It should also bear in mind the need to include enough people with the right background, skills, experience and time to become members of the Board of Trustees.
- 2.21.5 The Nominations Committee will consider whether its list of recommended candidates should reflect the current number of vacancies on the Council or whether a smaller or larger number might be appropriate. The Council will normally expect the Committee to decide that guidance to the members of the Trust can most usefully be given by matching the number of recommended candidates to the number of vacancies, as they currently exist. The Committee is free to recommend more or fewer candidates than the number of vacancies, as they currently exist, if it considers that to be appropriate.
- 2.21.6 The Nominations Committee will only consider candidates for whom a valid application form has been received at the published address by the published closing date. Short-listed candidates will be selected and interviewed by the Nominations Committee. If a short-listed candidate declines to be interviewed, this fact should be recorded in the voting papers.
- 2.21.7 The Nominations Committee makes recommendations to the members of the Trust. It will, however, present a report on its recommendations to a meeting of the Council for discussion before presenting these recommendations to the members of the National Trust.
- 2.21.8 Unless the Council determines otherwise, the papers for the ballot will be circulated to the members of the National Trust with the formal paperwork for the Annual General Meeting, and the results of the ballot will be announced at the Annual General Meeting.
- 2.21.9 In the event of further unexpected vacancies occurring among the Council membership after the Nominations Committee has reported to the Council on its recommendations, the Committee will not recommend any additional candidates.

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2.21.10 Table: The respective responsibilities of the Nominations Committee and the Council for the process for the election of members of the Council

The Nominations Committee:	The Council:
<ul style="list-style-type: none"> <li>▪ selects chairman of Nominations Committee</li> <li>▪ considers current information on skills for the Council and <b>proposes</b> criteria to be used for assessment (incorporating both ongoing and year-specific criteria)</li> <li>▪ <b>proposes</b> closing date for applications, approximate timing of advertisement, requirements for valid nomination of candidates, and information to be provided by candidates</li> <li>▪ <b>decides</b> form of advertisement (and where it is to appear)</li> <li>▪ <b>decides</b> timetable for, and format of, interviews</li> <li>▪ <b>proposes</b> closing date for voting</li> <li>▪ <b>proposes</b> outline format for the information about the election which is to be sent to members of the Trust</li> <li>▪ <b>proposes</b> outline format for the voting forms</li> <li>▪ <b>decides</b> shortlist of candidates</li> <li>▪ interviews shortlisted candidates</li> <li>▪ <b>decides</b> which candidates to recommend to members</li> <li>▪ prepares paper for the Council reporting on recommendations to be put to members of the National Trust</li> </ul>	<ul style="list-style-type: none"> <li>▪ appoints members of Nominations Committee</li> <li>▪ sets terms of reference for the Nominations Committee (by reference to the Governance Handbook, with such additional stipulations as it considers fit)</li> <li>▪ <b>decides</b> on the criteria to be used</li> <li>▪ <b>decides</b> closing date for applications, approximate timing of advertisement, requirements for valid nomination of candidates, and information to be provided by candidates</li> <li>▪ <b>decides</b> closing date for voting</li> <li>▪ <b>decides</b> outline format for the information about the election which is to be sent to members of the Trust</li> <li>▪ <b>decides</b> outline format for the voting forms</li> <li>▪ <b>notes</b> recommendations to be put to members</li> <li>▪ Chairman of the National Trust <b>approves</b> detailed layout of information for members and voting forms</li> </ul>

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## 2.22 Review of the appointing bodies of the Council

### 17. *Appointed members of Council*

- (1) *The bodies and persons named in part 3 of the Schedule as changed by any review carried out in accordance with clause 18 of this scheme may each appoint a member of the Council.*
- (2) *The bodies named in part 4 of the Schedule as changed by any review carried out in accordance with clause 18 of this scheme may jointly appoint a member of the Council and in default of agreement between those bodies the majority of them may make the appointment.*
- (3) *For the purposes of clause 18 the bodies listed in part 4 of the Schedule as changed by any review carried out in accordance with clause 18 of this scheme shall be treated as a single body.*

### 18. Review of appointing bodies

- (1) In this clause:  
“review” means a review carried out in accordance with this clause; and  
“review year” means 2006 and thereafter every sixth year after that.
- (2) The Council shall carry out a review of the appointing bodies before the 31st December in every review year.
- (3) In the course of a review the Council shall carry out such consultation as it thinks appropriate of members of the Charity and any other person or body as to what changes might be made to the list of appointing bodies.
- (4) A Nominations Committee appointed in accordance with clause 27 shall review the results of the consultation and shall then make recommendations to the Council as to:
  - (a) which bodies (“the candidate bodies”) should be included in the ballot paper to be issued to members of the Charity; and
  - (b) which 26 of the candidate bodies would, in the opinion of the Nominations Committee, be most suited to being included in the revised list of appointing bodies.
- (5) The Council shall on the occasion of each review make arrangements for a ballot of members of the Charity to be held on possible changes to the list of appointing bodies.
- (6) The arrangements made under this clause shall permit every member who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically.
- (7) For the purposes of paragraph (6) above a member is eligible to vote if he or she has been a member throughout the 70 days immediately preceding the published closing date for the ballot.
- (8) The arrangements made under this clause shall specify the date (“the review date”) from which any change to the list of appointing bodies is to have effect. The review date must be a date on or after the results of the review are published, but not later than the end of the review year.
- (9) The Council shall decide, having regard to the recommendations of the Nominations Committee:
  - (a) which candidate bodies shall be included on the ballot paper drawn up for the purposes of the ballot; and

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(b) what recommendations shall be made to members as to which 26 of those bodies are most suitable to be appointing bodies.

(10) The 26 candidate bodies which secure the highest number of votes in the ballot shall be appointing bodies with effect from the review date.

(11) The procedures laid down by paragraphs (1) to (10) above may be amended by a resolution passed by the Council, by the Board of Trustees, and by the members of the Charity in general meeting

2.22.1 In 2012, and every sixth year thereafter, the members of the National Trust will be asked to decide by ballot which 26 bodies they consider to be best suited for inclusion on the list of bodies which appoint members of the Council ('the Appointing Bodies').

2.22.2 Unless the Council decides otherwise, the papers for the ballot will be circulated to the members of the National Trust with the formal paperwork for the Annual General Meeting, and the results of the ballot will be announced at the Annual General Meeting.

2.22.3 For the review process in 2012, and in every sixth year thereafter, the Council will set up a Nominations Committee to assist it in the review of the Appointing Bodies. No one who is an appointed member of the Council may be a member of this Committee.

The review process should start at least a year before the members of the Trust are asked to decide on the list of Appointing Bodies.

2.22.4 The main responsibilities of this Committee will be to:

- be responsible to the Council for ensuring that the review process allows for wide consultation
- prepare the timetable for the review of the list of Appointing Bodies
- review and recommend to the Council the criteria for identifying potential Appointing Bodies
- scope any background research for the review
- advertise in the Trust's magazine, on the website and elsewhere, as considered appropriate, to inform members, supporters and others of the review and to invite suggestions for possible changes to the list of Appointing Bodies
- establish whether suggested bodies are willing to be chosen and would be able to provide a suitable Council member
- recommend to the Council which of the various bodies mentioned during the consultation have objectives sufficiently relevant to the work of the Trust to justify their being included on the list from which members will select 26; and which 26 bodies would be the ones most suited to being included on the list of Appointing Bodies for the next six years
- provide advice on how the Appointing Bodies might select the people they appoint as a member of the Council

2.22.5 The Nominations Committee will present a report on its recommendations to a meeting of the Council. If the Council is not happy with the Committee's recommendations, it can ask the Committee to reconsider them.

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- 2.22.6 It is for the Council to make the final decision as to which bodies should be included on the ballot paper sent to the members of the Trust. It is also for the Council to decide what recommendation to make to members of the Trust as to which it considers to be the 26 bodies from the list which are likely to be best placed to appoint to the Council people who will make a full contribution to the Council's work.
- 2.22.7 The selection of the Appointing Bodies for inclusion in the ballot paper to be sent to the members of the Trust will be by secret ballot to be conducted at a meeting of the Council, unless the Council determines otherwise, or the Chairman determines an open vote to be appropriate. All members of the Council present at the meeting, including those who have been nominated by the existing Appointing Bodies, may take part in the discussion and vote.
- 2.22.8 The members of the National Trust will make the final decision on which of the candidate bodies on the ballot paper should become the new Appointing Bodies.

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## **2.23 Termination of governance appointments**

- 2.23.1 The mechanisms for terminating the appointments of the Chairman, Deputy Chairman, Senior Member and members of the Board of Trustees are described in the sections which relate to those posts.
- 2.23.2 A chairman or member of a committee of the Board of Trustees (including, but not limited to, Regional or Country Advisory Board and Advisory Panels) or of a committee of the Council, or of any sub-committee of any of those committees, may be removed at any time by the person or body entitled to make an appointment to that committee or sub-committee.

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# Section 3

## Assisting the Board of Trustees

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### 3.1 The committees of the Board of Trustees

#### 12. Establishment of committees and advisory panels

- (1) The Board of Trustees may from time to time establish and dissolve committees including country and regional committees and advisory panels.
- (2) A committee established under this clause:
  - (a) may consist of one or more persons
  - (b) may include persons who are not members of the Board of Trustees, and
  - (c) except in the case of a country and regional committee or an advisory panel, must include at least one member of the Board of Trustees.
- (3) The Board of Trustees may delegate any of its functions to any committee established under this clause.
- (4) A committee established under this clause shall report to the Board of Trustees in accordance with any instructions given by the Board of Trustees under clause 43.
- (5) A committee established under this clause shall keep a proper record of its proceedings

3.1.1 The Board of Trustees has the following standing committees:

Audit  
Appointments  
Senior Management Remuneration  
Investment

3.1.2 The Board of Trustees may establish other ad hoc committees or groups as the need arises.

3.1.3 The Board of Trustees has established a mechanism for making decisions between meetings; this is set out in the annex to **Appendix H**.

3.1.4 The role and operation of the Board of Trustees' Appointments Committee is described in Section 2 above.

3.1.5 The performance of the committees of the Board of Trustees will be periodically reviewed.

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## The Audit Committee

### 3.2 Role

3.2.1 The Audit Committee is appointed by the Board of Trustees to assist the Board of Trustees in discharging its oversight responsibilities. It does this by providing the key link between the Director-General, the Board of Trustees, the risk and assurance function and the external auditors. It also addresses financial reporting, risk management and internal control issues.

3.2.2 Main responsibilities

- oversee the financial reporting process
- review the effectiveness of
  - the Trust’s risk management, including business risk and operational risk
  - The Trust’s internal control systems
  - The risk and assurance function
  - the external audit process
- oversee the Trust’s whistle-blowing arrangements

3.2.3 Main tasks

Annual report and Accounts

- oversee the process implemented by management to produce the Annual Report and Accounts, supported by reports prepared by management, the internal and external auditors and, if appropriate, other external experts
- review the integrity of the Annual Accounts, including consideration of whether they provide a true and fair view of the Trust’s affairs, meet legal requirements, comply with SORP, and take account of best practice
- consider the balance, transparency and integrity of published financial information
- review the key accounting policies and review the judgements about the treatment of unusual items, ensuring that these are appropriate
- recommend the appointment and assess the performance of the external auditor, and monitor the provision of non-audit services by the external auditor

Risk management and internal control

- keep under review the effectiveness of the Trust’s risk management process, including quarterly reporting on business risks and operational risks
- keep under review the effectiveness of the Trust’s internal control systems, through oversight of the work of internal audit
- review the statements to be included in the Trustees’ Report concerning risk management, operational risk and internal controls

Internal Audit

- review the regular reports prepared by the internal audit function in the context of the overall risk management and internal control framework

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- review and approve the annual internal audit plan
- review whether the internal audit function has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards
- review management's responsiveness to the findings and recommendations of internal audit
- meet the Risk and Assurance Director and Internal Audit Manager at least twice a year without senior management being present to discuss their remit and any issues arising from internal audit work. In addition the Risk and Assurance Director and Internal Audit Manager should have direct access to the Chairman of the Committee at any time.
- consider the effectiveness of the internal audit function through the use of internal and external periodic reviews
- review the appropriateness of the Internal Audit Charter and decide any changes to it

### External Audit

- consider and make recommendations to the Board of Trustees, to be put to members for approval at the AGM, in relation to the appointment, reappointment and removal of the external auditors
- oversee the selection process for new auditors
- oversee the relationship with the external auditor including approval of their terms of engagement (including a policy on the supply of non-audit services) and remuneration
- review and monitor the external auditor's effectiveness and compliance with relevant professional and regulatory requirements
- review and approve the annual external audit plan
- review the findings of the external auditors and discuss any major issues which arise, any accounting and audit judgements and levels of error identified
- meet the external auditor at least once a year in the absence of management to discuss their remit and any issues arising from the audit and the management's response to the auditor's findings and recommendations
- review the external auditor's independence and objectivity

### Whistle-blowing

- review the arrangements for employees and volunteers to raise concerns in confidence, and consider whether the arrangements allow proportionate and independent investigation of possible wrongdoing and appropriate follow-up action

### Reporting

- make available to the Board of Trustees the minutes of Audit Committee meetings
- the Chairman of the Committee to bring important issues to the Board of Trustees' attention, including recommendations for appropriate action to be taken
- prepare any reports required or requested by the Board of Trustees

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- prepare an annual report to the Board of Trustees setting out its activities for the year, including its review of risk management, operational risk and internal controls, and recommending that the Annual Report is, in its opinion, suitable for adoption by the Trustees.

#### Evaluating performance

- evaluate the committee's own performance on a regular basis and provide for ongoing induction, training and support needs
- The Audit Committee Chair should ensure that new Audit Committee members receive an appropriate induction covering knowledge of the Trust plus the role of the Committee.

#### Reviewing its role and responsibilities

- periodically review the Audit Committee role and responsibilities and discuss any required changes with the Board of Trustees

### **3.3 Membership of the Audit Committee**

3.3.1 The presence of suitably qualified members on the Audit Committee is a critical factor in an audit committee's performance. The Committee should be large enough to represent a balance of views and experience, yet small enough to operate efficiently. The Committee will be made up of at least three members of the Board of Trustees, and two other members, at least one of whom will be an external member. The quorum necessary for the transaction of business is three members, including at least one member of the Board of Trustees.

The Chairman of the Trust will not sit on the Committee.

3.3.2 The number of years that members serve on an Audit Committee varies. A common term is initially three years, generally with reappointment for a second term, but longer terms are also possible. The Board of Trustees will review succession-planning for membership of committees of the Board and in doing so weigh the following considerations: the appropriate mix of skills and experience and the balance between continuity and freshness.

3.3.3 Members of the Committee who are not members of the Board of Trustees will normally be appointed initially for three years, generally serving a further three-year term. Members who are members of the Board of Trustees will be appointed for a term of office to be decided by the Board of Trustees.

3.3.4 The Board of Trustees is responsible for appointing both the external member and, on the recommendations of the Appointments Committee, the other members of the Committee. The Board of Trustees should consider the appropriateness, at the time, of appointing a non-Trustee Council member to the Committee.

Members of the Audit Committee and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.

3.3.5 The core qualities and experience required for membership of the Committee are listed in Appendix C to the Handbook, and may be modified in particular cases if the Board of Trustees considers that appropriate. At least one member will be a financial expert who has accounting or related financial expertise.

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## Section 3 – Assisting the Board of Trustees

- 3.3.6 The role of the Chairman of the Committee is to act as the focal point for the Committee's relations with the Board of Trustees, senior staff and the internal and external auditors. The Board of Trustees will appoint as Chairman one of its members with strong and effective leadership qualities, and the ability to promote effective working relationships among committee members and with others such as management and external and internal auditors.
- 3.3.7 The Chairman of the Committee will attend the AGM and be prepared to respond to any questions raised by members on matters within the Committee's area of responsibility.
- 3.3.8 The best balance of skills is normally considered to be achieved by having the roles of chairman and financial expert performed by different individuals.
- 3.3.9 In addition to the members of the Audit Committee other participants will include the:
- Risk & Assurance Director, and the Head of Operational Risk, Internal Audit Manager and Business Risk Manager as required
  - Audit Partner from the external auditors
  - Director of Finance
  - Director-General and other senior staff as required.

### 3.4 Meetings

- 3.4.1 The Committee will meet at least four times a year at appropriate times in the reporting and audit cycle and otherwise as required.
- 3.4.2 Decisions will normally be taken on the basis of consensus, and otherwise on the basis of a simple majority of members present and voting at a duly convened meeting. The Chairman may cast a second or casting vote only if there is a tied vote.
- 3.4.3 Using its power under clause 43 the Board of Trustees has established a Code of Conduct and Procedures for Meetings which apply to itself and to the Council and other governance bodies. These are set out in **Appendices F and G**.

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## Senior Management Remuneration Committee

### 3.5 Role

3.5.1 The Senior Management Remuneration Committee is appointed by the Board of Trustees to assist the Board of Trustees in discharging its HR responsibilities and to maintain the highest possible standards of corporate governance in this area.

3.5.2 Main responsibilities

- manage the remuneration and terms of employment of senior managers in the National Trust. The Committee's remit will include the Director-General and all other directors, and may extend to other posts to be recommended by the Director-General
- keep the executive succession plan under review

3.5.3 Main tasks

- establish and maintain an overall policy for the remuneration of senior managers
- establish and annually review the remuneration of all senior managers in consideration of agreed remuneration policy, individual contribution and the prevailing employment market. The Director-General will make recommendations to the Committee with respect to directors' remuneration. The Chairman of the Trust will make recommendations with respect to the Director-General's remuneration
- oversee the pension arrangements for the Director-General, other Directors and other senior staff
- agree the content of service agreements used for the employment of senior managers
- where necessary, agree the terms of any severance arrangements for senior managers
- establish and maintain a succession plan for the Director-General, and review the Director-General's plan for senior managers, to ensure that the Trust maximises its managerial talent and maintains a high-calibre senior managers team. Committee members will be advised of all senior appointments pending and, if possible, and for information, management's chosen candidates prior to formal appointment
- approve the information to be contained within the Annual Report concerning senior management remuneration

### 3.6 Membership of the Senior Management Remuneration Committee

3.6.1 The Committee shall be made up of at least three members of the Board of Trustees, and one or two other members, one of whom will be external. The quorum necessary for the transaction of business is three members, including at least two members of the Board of Trustees.

Members of the Senior Management Remuneration Committee and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.

3.6.2 All members of the Committee will have experience and skills directly relevant to the work of the Committee.

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## Section 3 – Assisting the Board of Trustees

- 3.6.3 Members of the Committee who are not members of the Board of Trustees will normally be appointed for three years, with the possibility of serving a further three-year term. Members who are members of the Board of Trustees will be appointed for a term of office to be decided by the Board of Trustees.
- 3.6.4 The Board of Trustees is responsible for appointing the Trustee members of the Committee and, on the recommendations of the Appointments Committee, the non-trustee members of the Committee.
- 3.6.5 The Chairman or Deputy Chairman of the Trust will chair the Committee and both will be members.
- 3.6.6 The core qualities and experience required for membership of the Committee are listed in Appendix C to the Handbook, and may be modified in particular cases if the Board of Trustees considers that appropriate. At least one member will be an HR expert.

### **3.7 Meetings**

- 3.7.1 The Committee will meet at least once a year at an appropriate time in the Pay Review cycle and otherwise as required.
- 3.7.2 Decisions will normally be taken on the basis of consensus, and otherwise on the basis of a simple majority, of members present and voting at a duly convened meeting. The Chairman may cast a second or casting vote only if there is a tied vote.
- 3.7.2 Using its power under clause 43 the Board of Trustees has established a Code of Conduct and Procedures for Meetings which apply to itself and to the Council and other governance bodies. These are set out in **Appendices F and G.**

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## Investment Committee

### 3.8 Role

3.8.1 The Investment Committee is appointed by the Board of Trustees to assist the Board in its monitoring of the Trust's investments.

3.8.2 Main responsibilities and tasks

- recommend to the Board of Trustees an appropriate investment strategy and asset allocation model for the Trust's investment portfolios
- monitor the performance of the Trust's external investment managers against the agreed benchmarks
- recommend to the Board of Trustees changes to the fund managers and oversee the selection process for new fund managers
- recommend to the Board of Trustees, at quinquennial intervals, a General Pool income distribution rate based on the Committee's model for long-term sustainable investment returns
- under delegated authority from the Board of Trustees, approve the General Pool distribution rate between these five-yearly updates
- set the annual income distribution rate for the Cash, Short and Endowment Pools
- delegate authority to Treasury staff to alter in-year distribution rates for the Cash and Short Pools in response to money market conditions
- take account, in its decisions and recommendations, of the Trust's socially responsible investment policy
- decide on the list of counterparties and on the counterparty limits and credit ratings for the Trust's management of the Cash Pool
- prepare regular reports on performance, and an annual report, for the Board of Trustees covering all of the Committee's activities

### 3.9 Membership of the Investment Committee

3.9.1 The Committee should be large enough to represent a balance of views and experience yet small enough to operate efficiently. Members should have knowledge of investment management but should not currently be directly employed by any of the Trust's fund managers in either an executive or non-executive capacity.

3.9.2 The Committee will be made up of at least two members of the Board of Trustees, and at least two other members. The quorum necessary for the transaction of business is half of the membership, or three, whichever is the greater, including at least one member of the Board of Trustees.

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## Section 3 – Assisting the Board of Trustees

- 3.9.3 Non-Trustee members of the Committee will normally be appointed for three years, with the possibility of serving up to two further three-year terms. Members who are members of the Board of Trustees will be appointed for a term of office to be decided by the Board of Trustees. The Board of Trustees will review succession-planning for membership of Committees of the Board.
- 3.9.4 The Board of Trustees is responsible for appointing the members of the Committee, with advice as required from the Appointments Committee and the Chairman of the Investment Committee. Members of the Investment Committee and staff who are not involved with the appointment process are encouraged to assist in the search for potential candidates for vacant positions.
- 3.9.5 The Board of Trustees will appoint as Chairman of the Committee someone (who may or may not be a Trustee) with strong and effective leadership qualities, and the ability to promote effective working relationships among committee members and with others such as management, external auditors and investment managers.
- 3.9.6 The core qualities and experience required for membership of the Committee are listed in Appendix C to the Handbook, and may be modified in particular cases if the Board of Trustees considers that appropriate.

### **3.10 Meetings**

- 3.10.1 The Committee will meet four times a year at appropriate times in the investment cycle, and otherwise as required.
- 3.10.2 Decisions will normally be taken on the basis of consensus, and otherwise on the basis of a simple majority of members present and voting at a duly convened meeting. The Chairman may cast a second or casting vote only if there is a tied vote.
- 3.10.3 Using its power under clause 43 the Board of Trustees has established a Code of Conduct and Procedures for Meetings which apply to itself and to the Council and other governance bodies. These are set out in **Appendices F and G**.

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# Section 4

## Advising the staff

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## Regional and Country Chairmen

### 4.1 Role

- 4.1.1 The words ‘Advisory Boards’ in this role description embraces the Advisory Boards for Wales and Northern Ireland (‘Country Advisory Boards’) and those for the regions of England (‘Regional Advisory Boards’). Equally, the words ‘Chairman’ and ‘Director’ embrace the Chairmen and Directors for Wales and Northern Ireland and those for the regions of England respectively.

**NB:** Bodies referred to as ‘country and regional committees’ in the Parliamentary Scheme are still committees but are now referred to as ‘regional and country advisory boards’.

#### 12. Establishment of committees and advisory panels

- (1) The Board of Trustees may from time to time establish and dissolve committees including country and regional committees and advisory panels.
- (2) A committee established under this clause:
  - (a) may consist of one or more persons
  - (b) may include persons who are not members of the Board of Trustees, and
  - (c) except in the case of a country and regional committee or an advisory panel, must include at least one member of the Board of Trustees.
- (3) The Board of Trustees may delegate any of its functions to any committee established under this clause.
- (4) A committee established under this clause shall report to the Board of Trustees in accordance with any instructions given by the Board of Trustees under clause 43.
- (5) A committee established under this clause shall keep a proper record of its proceedings.

- 4.1.2 Regional and Country Chairmen act as the figureheads of the National Trust in Wales, Northern Ireland and the regions of England, chairing the Advisory Boards, providing leadership, maintaining links with key contacts/partners and representing the Trust at functions, meetings and in the media as appropriate.

#### 4.1.3 Main responsibilities

##### Internal

- ensure that the Advisory Board fulfils its terms of reference
- appoint a Deputy Chairman if considered appropriate
- work in partnership with the Director to achieve the strategies/objectives set for the country or region
- achieve an effective relationship between the Advisory Board and the staff and volunteers

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## Section 4 – Advising the staff

- represent the views of the Advisory Board to the Board of Trustees, present the Annual Report of the Advisory Board to the Board of Trustees, maintain a strong working relationship with the Chairman of the Trust, and ensure good communication between the Board of Trustees, management and the Advisory Board
- consult with fellow chairmen and senior staff on matters of common interest.

### External

- act as a representative of, and ambassador for, the Trust
- promote an effective relationship between the Trust, the local community and the wider public

#### 4.1.4 Main tasks

- ensure the Advisory Board fulfils its responsibilities:
  - chair meetings of the Advisory Board, ensuring that the business of such meetings is dealt with properly and that the Advisory Board functions effectively and carries out the duties set out in its terms of reference
  - agree with the Director agendas which will allow for consideration of all acquisition and inalienability proposals, threats to inalienable land and issues of national and regional significance
  - ensure that clear decisions are reached in light of national policy/priorities and that where necessary recommendations are put to the Board of Trustees in a timely way
  - lead the Advisory Board in its oversight of country or regional strategy, property management plans and statements of significance
  - oversee the prudent management of the country's or region's financial dealings
  - seek to make the most effective use possible of the skills and experience of the members of the Advisory Board
  - identify and recommend to the Advisory Board the independent member of the appointments sub-committee
  - ensure that the Advisory Board does not exceed the authority delegated to it
- support achievement of the strategies/objectives of the country or regional plan
  - advise the Director on the management of sensitive, complex or contentious issues
  - advise on the setting of goals which are appropriate for the resources available, and which can be monitored
  - monitor progress in implementation of National Trust strategy in the country or region
  - assist the Director-General in the appointment of a new Director when the occasion arises
- ensure an effective relationship between the Advisory Board and the staff and volunteers
  - ensure, through the Director, appropriate communication and contact at each level
  - agree an annual calendar of meetings and visits to properties
  - represent the Trust at appropriate events in the country or region and help staff to promote the Trust locally, in particular with fundraising and legacies

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## Section 4 – Advising the staff

- promote good relations with National Trust groups and supporter bodies and represent the Trust at country or regional conferences of Centres and Associations
  - ensure good communication between the Board of Trustees/management and the Advisory Board
    - represent to the Board of Trustees the recommendations and advice of the Advisory Board as required
    - establish a strong working relationship with the Chairman of the Trust and its senior management
    - attend Regional/Country Chairmen’s meetings
  - promote the Trust externally
    - act as a representative of, and ambassador for, the Trust
    - establish relationships with the local community, the wider public and relevant local organisations and encourage members of the Advisory Board to do likewise
    - promote good relations with donors, donor families and benefactors
  - deal with correspondence addressed to the Regional/Country Chairman
- 4.1.5 The Chairman will be responsible for conducting an annual review of the performance and effectiveness of the Advisory Board. As part of this process, the Chairman will consider what measures are appropriate to train and develop Advisory Board members to ensure they can maximise their contribution.
- 4.1.6 The core qualities and experience required for this position are listed in Appendix C to the Handbook, and may be modified in particular cases if the Board of Trustees considers that appropriate.
- 4.1.7 The Council encourages chairmen of Advisory Panels and Regional or Country Advisory Boards, or their appointed nominees, to attend its meetings. The chairmen of the Wales and Northern Ireland Advisory Boards, or their appointed nominees, are expected to attend all Council meetings in circumstances when there are no Council members who are residents of those countries.

## 4.2 Appointment of Regional and Country Chairmen

### 26. Requirement to be a member of the National Trust

No person shall be eligible for appointment or election (as the case may be) as Chairman or Deputy Chairman, or as chairman of any country or regional committee or advisory panel, or as a member of the Board of Trustees, the Council or any country or regional committee, unless that person is a member of the Charity

- 4.2.1 The Chairman of each Regional or Country Advisory Board shall be appointed by the Board of Trustees, assisted by its Appointments Committee. In agreeing the selection criteria and in considering the applications received for the post, the Appointments Committee should involve both the Advisory Board and the staff with whom the Advisory Board works most closely. Applications will usually be invited by public advertisement.

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- 4.2.2 Appointments to the chairmanship of the Advisory Board will normally be for a term of three years. Chairmen should not normally serve more than three successive full terms on these Advisory Boards. Where there has been a gap of less than 23 months between two terms of office, those terms shall be treated as successive.

## Regional and Country Advisory Boards

### 4.3 Role

- 4.3.1 The words ‘Advisory Board’ in these Terms of Reference embrace the advisory boards for Wales and Northern Ireland (‘Country Advisory Boards’) and those for the Regions of England (‘Regional Advisory Boards’). Equally, the words ‘Chairman’ and ‘Director’ embrace the Chairmen and Directors for Wales and Northern Ireland and those for the regions of England.

#### **12. Establishment of committees and advisory panels**

- (1) The Board of Trustees may from time to time establish and dissolve committees including country and regional committees and advisory panels.
- (2) A committee established under this clause:
  - (a) may consist of one or more persons
  - (b) may include persons who are not members of the Board of Trustees, and
  - (c) except in the case of a country and regional committee or an advisory panel, must include at least one member of the Board of Trustees.
- (3) The Board of Trustees may delegate any of its functions to any committee established under this clause.
- (4) A committee established under this clause shall report to the Board of Trustees in accordance with any instructions given by the Board of Trustees under clause 43.
- (5) A committee established under this clause shall keep a proper record of its proceedings

- 4.3.2 The role of the Advisory Board is to advise, support and challenge directors and their teams to help them in their delivery of the Trust’s strategy for the region/country. It will also advise the Board of Trustees on matters relating to the Region/Country. The Advisory Board may also take responsibility, and undertake actions, for matters delegated by the Board of Trustees.

4.3.3 Main responsibilities and tasks

- To support the regional/country director to establish and develop a presence in the region/country by acting as an ambassador for the Trust, opening doors and making introductions, particularly to new audiences.
- To bring knowledge of the region/country, its people and their needs to the Trust. To help the region/country make connections with communities and locations where we currently don’t have them.

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## Section 4 – Advising the staff

- To help shape the region/country's strategies and associated plans; to highlight issues of importance/concern that should be reflected within them; and once set, to challenge and support the Director and his/her team in their delivery.
- To debate major issues affecting the region/country, so helping the Trust position itself in relation to them. To establish sub-groups as necessary.
- To act as a critical friend to the region/country including reviewing performance against an agreed set of strategy related KPIs while in general avoiding scrutiny of individual property performance.
- Within the scheme of delegation, to advise staff as needed on major schemes or strategic initiatives within the region/country involving specialist panels if necessary. To consider and advise the Board of Trustees on acquisitions, declarations of inalienability and major projects in the region/country.
- To prepare an annual report for the Board of Trustees on the work, concerns and composition of the Advisory Board over the previous twelve months.

4.3.4 The core qualities and experience required for membership of an Advisory Board are listed in **Appendix C** to the Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

### 4.4 Membership of Regional and Country Advisory Boards

#### 26. Requirement to be a member of the National Trust

No person shall be eligible for appointment or election (as the case may be) as Chairman or Deputy Chairman, or as chairman of any country or regional committee or advisory panel, or as a member of the Board of Trustees, the Council or any country or regional committee, unless that person is a member of the Charity.

#### 4.4.1 Membership

4.4.1.1 The Advisory Board will have not fewer than eight and not more than fifteen members.

4.4.1.2 Appointments of members of a Regional or Country Advisory Board should be made by the Regional or Country Advisory Board, assisted by its Appointments Sub-committee.

4.4.1.3 Appointments to the Advisory Board will normally be for a term of three years. Members may expect to serve two or three terms of office of three years, making a maximum of nine years in total, if their performance is deemed to be satisfactory and the need for refreshment and balancing the skills mix on the Advisory Board is met. Where there has been a gap of less than 23 months between two terms of office, those terms shall be treated as successive.

4.4.1.4 It is important that the membership of the Advisory Board reflects the breadth of the Trust's work, a wide range of perspectives and a broad range of different communities with an interest in, and a connection to, the Trust's work in the Region/Country.

The Advisory Board should include members with the potential, the appropriate backgrounds, the skills and experience and the time to become Regional or Country Chairman.

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## Section 4 – Advising the staff

- 4.4.1.5 The Regional or Country Director will be responsible for proposing a programme of induction for the Advisory Board members. The procedure for appointing members to Regional and Country Advisory Boards is set out in clause **2.8** of the Handbook.

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## 4.5 Meetings

### 43. Regulation of procedures

- (1) The Board of Trustees may from time to time make regulations for the management and administration of the Charity, the holding of meetings and the conduct of the business of the Charity and of the Board of Trustees, the Council and any committee, sub-committee or advisory panel.
- (2) Without prejudice to the generality of paragraph (1) above regulations made under that paragraph may specify the quorum for the Council or for any committee, sub-committee or advisory panel.
- (3) Subject to the National Trust Acts and this scheme, and to any regulations made under paragraph (1) above, the Board of Trustees, the Council and any committee, sub-committee or advisory panel shall each have power to regulate its own procedures.
- (4) In this clause “regulations” includes rules, standing orders and instructions.

- 4.5.1 The Regional or Country Advisory Board should meet quarterly, or more often if required by its Chairman, or requested by the Country or Regional Director. That Director will act as Secretary to the Advisory Board, and will ensure that a proper record of the meetings is maintained.
- 4.5.2 The quorum is four members including the Chairman or his/her nominated deputy.
- 4.5.3 Decisions will normally be taken on the basis of consensus, and otherwise on the basis of a simple majority of members present and voting at a duly convened meeting. The Chairman, or his/her nominated deputy, may cast a second or casting vote only if there is a tied vote.
- 4.5.4 Using its power under clause 43 the Board of Trustees has established a Code of Conduct and Procedures for Meetings which apply to itself and to the Council and other governance bodies. These are set out in **Appendices F and G.**
- 4.5.5 The performance of Regional and Country Advisory Boards will be reviewed periodically.

## Advisory Panel Chairmen

### 4.6 Role

4.6.1 Advisory Panel Chairmen act as the figureheads of the National Trust in the area of the Panels' work, providing leadership, maintaining links with key contacts/partners and representing the Trust at functions, meetings and in the media as appropriate.

4.6.2 Main responsibilities

#### Internal

- ensure that the Panel fulfils its objectives
- ensure the most effective use possible of the skills and experience of the members of the Panel
- ensure that there is a good mix of members on the Panel, including those with the potential to become Panel Chairman, and a reasonable turnover and refreshment of Panel members
- achieve an effective relationship between the Panel and the staff and between the Panel and other parts of the decision-making process (in particular Country and Regional Chairmen and the Board of Trustees)
- represent the views and advice of the Panel to the Board of Trustees, other Panel Chairmen and the staff, present the Annual Report on the work and concerns of the Panel and on its membership to the Board of Trustees, establish a strong working relationship with the Chairman of the Trust, and ensure good communication between the Board of Trustees, staff and the Panel
- work with fellow Chairmen to agree an annual calendar of meetings and visits to properties to ensure that the appropriate agendas are set, that the Panels work together and learn from each other about what works best, that matters of common interest are discussed together and that the membership of the Panels is reviewed and refreshed

#### External

- act as a representative of, and ambassador for, the Trust
- provide an independent external expert perspective/reference point

4.6.3 The Chairman will be responsible for conducting an annual review of the performance and effectiveness of the Panel. As part of this process, the Chairman will consider what measures are appropriate to train and develop Panel members to ensure they can maximise their contribution.

4.6.4 The qualities and experience required for this position are listed in the **Appendix C** to the Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

4.6.5 The Council encourages chairmen of Advisory Panels and Regional or Country advisory boards to attend its meetings.

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## 4.7 Appointment of Chairmen of Advisory Panels

### 26. Requirement to be a member of the National Trust

No person shall be eligible for appointment or election (as the case may be) as Chairman or Deputy Chairman, or as chairman of any country or regional committee or advisory panel, or as a member of the Board of Trustees, the Council or any country or regional committee, unless that person is a member of the Charity.

- 4.7.1 The Chairman of each Advisory Panel should be appointed by the Board of Trustees, assisted by its Appointments Committee. In agreeing the selection criteria, and in considering the applications received for the post, the Appointments Committee should involve both the Advisory Panel and the staff with whom the Advisory Panel works most closely. As with all panel appointments, applications will usually be invited by public advertisement.
- 4.7.2 Appointments to the Chairmanship of the Panel will normally be for a term of three years. Chairmen should not normally serve more than three successive full terms on these Panels. Where there has been a gap of less than 23 months between two terms of office, those terms shall be treated as successive.
- 4.7.3 Decisions to re-appoint chairmen for second and – in some circumstances – third terms will be made by the Board, assisted by the Appointments Committee.

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## Advisory Panels

### 4.8 Role

#### 12. Establishment of committees and advisory panels

- (1) The Board of Trustees may from time to time establish and dissolve committees including country and regional committees and advisory panels.
- (2) A committee established under this clause:
  - (a) may consist of one or more persons
  - (b) may include persons who are not members of the Board of Trustees, and
  - (c) except in the case of a country and regional committee or an advisory panel, must include at least one member of the Board of Trustees.
- (3) The Board of Trustees may delegate any of its functions to any committee established under this clause.
- (4) A committee established under this clause shall report to the Board of Trustees in accordance with any instructions given by the Board of Trustees under clause 43.
- (5) A committee established under this clause shall keep a proper record of its proceedings.

#### 4.8.1 There are currently eight Advisory Panels:

- Archaeology
- Architectural
- Arts
- Commercial
- Gardens and Parks
- Rural Enterprise
- Learning and Engagement
- Natural Environment

The detailed terms of reference of the Advisory Panels are set out in **Appendix E** of the Handbook.

#### 4.8.2 The Panels are advisory. They advise staff and, through the staff, advise the Board of Trustees, rather than exercise powers.

The exception to this principle is where the Trustees or the Director-General delegate any function to an Advisory Panel.

#### 4.8.3 Main responsibilities and tasks

- to advise staff on policy issues where staff request strategic, professional guidance that cannot be met internally;

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## Section 4 – Advising the staff

- to advise staff about property issues where staff request additional, professional guidance that cannot be met internally; and
  - to provide independent views to the Board on emerging issues of importance within individual panels' areas of expertise.
  - to act as external ambassadors for the Trust within their areas of expertise.
- 4.8.4 The core qualities and experience required for this position are listed in **Appendix C** to the Handbook, and may be modified in particular cases if the Board of Trustees considers that appropriate.
- 4.8.5 The performance of Advisory Panels will be periodically reviewed.

### **4.9 Membership of Advisory Panels**

- 4.9.1 In accordance with clause 12 (2) of the Scheme, Panels do not require a Trustee as a member.
- 4.9.2 In accordance with clause 26 of the Scheme, Panel members do not need to be a member of the National Trust.
- 4.9.3 Applications for new members of an Advisory Panel will usually be invited by public advertisement (see clause **2.9.4**). This is not required for the reappointment process for existing Panel members.
- 4.9.4 Panels will normally have not fewer than eight and not more than fifteen members.
- 4.9.5 The Panel should include members with the potential, the appropriate backgrounds, and the skills, experience and time to become a future Panel Chairman.
- 4.9.6 Members of advisory panels usually serve for two terms of three years. If a panel chairman considers an individual's expertise particularly important and/or difficult to replace he or she can allow individuals to serve third terms. Any extension beyond nine years would take place only in the most exceptional circumstances and only after the chairman had first consulted with the Chairman of the Appointments Committee (see also **2.9.3**).
- 4.9.7 The relevant Director will be responsible for proposing a programme of induction for Panel members, and for organising visits.
- 4.9.8 Decisions to re-appoint panel members for second and - in some circumstances – third terms, will be made by the panel chairman having first consulted with relevant staff. Decision to re-appoint panel chairmen will be made by the Board of Trustees assisted by the Appointments Committee (see also **4.7.3**).

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## 4.10 Meetings

### 43. Regulation of procedures

- (1) The Board of Trustees may from time to time make regulations for the management and administration of the Charity, the holding of meetings and the conduct of the business of the Charity and of the Board of Trustees, the Council and any committee, sub-committee or advisory panel.
- (2) Without prejudice to the generality of paragraph (1) above regulations made under that paragraph may specify the quorum for the Council or for any committee, sub-committee or advisory panel.
- (3) Subject to the National Trust Acts and this scheme, and to any regulations made under paragraph (1) above, the Board of Trustees, the Council and any committee, sub-committee or advisory panel shall each have power to regulate its own procedures.
- (4) In this clause “regulations” includes rules, standing orders and instructions.

4.10.1 Each Panel will have a number of individual or joint meetings according to its circumstances and workload, and often individual members of the Panels will make site visits on behalf of the Panel.

4.10.2 Each Panel will have a secretary who will ensure that meetings are convened, and conducted, in accordance with the Trust’s governance procedures, and that a proper record of the meetings is maintained.

4.10.3 Using its power under clause 43 the Board of Trustees has established a Code of Conduct and Procedures for Meetings which apply to itself and to the Council and other governance bodies. These are set out in **Appendices F and G.**

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# Section 5

## Involving members of the National Trust

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## 5.1 Parliamentary Scheme provisions relating to General Meetings

5.1.1 The following provisions, reproduced from the Parliamentary Scheme, are largely self-explanatory, so no additional commentary is included.

### 31. General Meetings of the Charity

There shall be two types of general meeting of the Charity:

- (a) annual general meetings; and
- (b) extraordinary general meetings.

### 32. Notice of General Meetings

- (1) Notice of every general meeting, and the agenda, shall be sent to the members not less than twenty-one days before the meeting.
- (2) The notice shall be in such form and shall be sent in such manner as the Board of Trustees from time to time decides.
- (3) Notwithstanding anything in paragraphs (1) or (2) the notice of an extraordinary general meeting, and the agenda, may, if the Board of Trustees so decides, instead of being sent to members be published not less than twenty-one days before the meeting on the National Trust's website, in a national newspaper and in such other manner (if any) as the Board of Trustees from time to time decides.

### 33. Annual General Meetings

- (1) The annual general meeting shall be held on such date between 1st September and 31st December each year, at such time and in such place as the Board of Trustees decides.
- (2) The only business which may be dealt with at an annual general meeting is:
  - (a) business which in accordance with the National Trust Acts and this scheme is required or authorised to be dealt with at annual general meetings;
  - (b) a resolution proposed by members in accordance with clause 35 ("a members' resolution"), and notice of which is given in the notice of the meeting; and
  - (c) a resolution proposed by the Board of Trustees, and notice of which is given in the notice of the meeting.

### 34. Report and Accounts

- (1) At each annual general meeting the Board of Trustees shall present to the meeting a report of the activities of the Charity in the preceding financial year and the accounts of the Charity for that year.
- (2) Copies of the report and accounts shall be available:
  - (a) at each annual general meeting; and
  - (b) on written application to the Secretary.

### 35. Members' resolutions

- (1) Subject to paragraph (3) below a notice of a members' resolution to be considered at an annual general meeting shall not be valid unless it:
  - (a) sets out the resolution;
  - (b) is sent to the Secretary so as to be received by him or her not later than the close of business on 1st June (or, if 1st June is not a working day, the first working day after 1st June) in the year of the annual general meeting; and
  - (c) is signed by not less than fifty members who have been members of the

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Charity since no later than 1st January in the year before the year in which the resolution is submitted of whom five have signed as “proposers” and the others have signed as “supporters”.

- (2) For the purposes of paragraph (1)(b) above “working day” means any day other than Saturday, Sunday, or any public holiday.
- (3) If on or before 30th June in the year of the annual general meeting the Board of Trustees and all the proposers agree a modification to the resolution the resolution as so modified shall be treated as a resolution of which valid notice has been given.
- (4) No members’ resolution shall be considered by an annual general meeting unless:
  - (a) valid notice has been given; and
  - (b) at the meeting the resolution is formally proposed by one of the proposers and seconded by another proposer.
- (5) Except as mentioned in paragraph (4) above a members’ resolution shall not be withdrawn or treated as abandoned unless all the proposers agree in writing.
- (6) The Board of Trustees may refuse to accept a members’ resolution if:
  - (a) in the opinion of the Board of Trustees the resolution contains material
    - (i) which is, or might be, defamatory; or
    - (ii) which it would, or might, be otherwise unlawful to publish;
  - (b) in the opinion of the Board of Trustees the resolution or the matter to which it relates has been the subject of a resolution proposed at any general meeting held during the three years preceding the submission of the resolution;
  - (c) in the opinion of the Board of Trustees the subject matter of the resolution is substantially the same as the subject matter of another resolution proposed for the same general meeting and previously received by the Secretary; or
  - (d) in the opinion of at least three-quarters of the members of the Board of Trustees the subject matter of the resolution is not relevant to any material extent to the statutory purposes of the Charity.
- (7) The members proposing a members’ resolution may submit with the notice of the resolution a supporting statement.
- (8) Subject to paragraph (9) below the Board of Trustees shall send a copy of any statement submitted under paragraph (7) above to every member of the Charity together with the notice of the annual general meeting at which the resolution is to be proposed.
- (9) The Board of Trustees shall not be required to send any statement submitted under paragraph (7) above if:
  - (a) it is longer than 500 words; or
  - (b) in the opinion of the Board of Trustees it contains material
    - (i) which is, or might be, defamatory; or
    - (ii) which it would, or might, be otherwise unlawful to publish.
- (10) The Board of Trustees may itself send a statement commenting on the resolution to every member of the Charity together with the notice of the meeting at which the resolution is to be proposed and may include in such a statement a recommendation to the members as to the manner in which they should cast their

votes.

- 5.1.2 Members' resolutions are an indication of members' views, of which the Board of Trustees will take account, but are not binding on the Trustees.
- 5.1.3 Any issues raised by members at the Annual General Meeting will be responded to at that meeting or through The Secretary.

### **36. Extraordinary General Meetings**

- (1) The Board of Trustees may convene an extraordinary general meeting whenever it thinks fit.
- (2) The Board of Trustees shall within 70 days of receiving a valid requisition to do so send out or publish a notice to convene an extraordinary general meeting.
- (3) A requisition is valid if:
  - (a) it is signed by not less than one percent of the members of the Charity;
  - (b) it is delivered to the Secretary; and
  - (c) it specifies the object of the proposed extraordinary general meeting.
- (4) For the purposes of paragraph (3)(a) above:
  - (a) signatories must have been members of the Charity since no later than 1st January in the year before the year in which the requisition is delivered to the Secretary; and
  - (b) the number of members of the Charity shall be deemed to be the number stated in the last annual report published before the date upon which the requisition is delivered to the Secretary.
- (5) If the Board of Trustees does not, within 70 days of receiving a valid requisition, send out or publish a notice to convene an extraordinary general meeting, the requisitionists may convene an extraordinary general meeting.
- (6) The only business which may be dealt with at an extraordinary general meeting is business of which notice has been given in the notice convening the meeting.
- (7) Any meeting convened by the Board of Trustees in response to a valid requisition shall take place on such date as the Board of Trustees decides, but that date shall not be later than:
  - (a) (if the requisition is received 180 days or more before the planned date of the next annual general meeting): the date of the next annual general meeting; or
  - (b) (if the requisition is received less than 180 days before the planned date of the next annual general meeting): the date one year after the requisition is received.
- (8) Notwithstanding anything in paragraphs (1) to (7) a requisition shall be deemed not to be a valid requisition if:
  - (a) in the opinion of the Board of Trustees the object of the proposed extraordinary general meeting as specified in the requisition, or the matter to which the object relates
    - (i) has been the subject of a resolution proposed at any general meeting held during the three years preceding the receipt by the Secretary of the requisition, or
    - (ii) has been the subject of an extraordinary general meeting during that

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period, or

- (b) in the opinion of the Board of Trustees the subject matter of the proposed extraordinary general meeting is substantially the same as
  - (i) the subject matter of a members' resolution of which valid notice has previously been received by the Secretary and which is due to be considered at the next annual general meeting, or
  - (ii) the subject matter of any proposed extraordinary general meeting for which a valid requisition has previously been received by the Secretary, or
- (c) in the opinion of at least three-quarters of the members of the Board of Trustees the object of the proposed extraordinary general meeting is not relevant to any material extent to the statutory purposes of the Charity.

**37. Quorum for general meetings**

- (1) One hundred members of the Charity present in person or by proxy shall form a quorum for a general meeting.
- (2) If within one hour after the time appointed for an annual general meeting a quorum is not present the only business which may be dealt with is the consideration of the report of the Board of Trustees and the accounts, and the election of the auditors.
- (3) If within one hour after the time appointed for an extraordinary general meeting a quorum is not present the meeting shall be abandoned.

**38. Chairman of general meetings**

- (1) If the Chairman is present at a general meeting he or she shall chair the meeting. If he or she is not present, the Deputy Chairman shall do so. If neither the Chairman nor the Deputy Chairman is present at the meeting, the members of the Charity present at the meeting shall elect one of their number to act as chairman of the meeting.
- (2) If the votes at any general meeting are equally divided the chairman of the meeting shall have, as well as his or her own vote, a second or casting vote.

**39. Adjournment of general meetings**

- (1) The chairman of any general meeting may with the consent of the meeting adjourn the meeting to another time and to the same or another place.
- (2) The only business which may be transacted at a meeting adjourned in accordance with paragraph (1) above shall be:
  - (a) the business which was left undisposed of at the meeting at which the adjournment took place; and
  - (b) business of which a notice and agenda have been given to members as provided for in clause 32.

**40. Voting**

- (1) At every general meeting all matters which fall to be decided at the meeting shall be decided by a majority of the votes of the members of the Charity present in person, and voting by show of hands unless a poll is demanded in accordance with paragraph (2) below.
- (2) At a general meeting a poll may be demanded in respect of any proposed resolution by:
  - (a) the chairman of the meeting, if he or she considers that the show of hands

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does not accurately reflect the views of those members who are not present in person but have appointed proxies; or

- (b) not less than ten members present in person at the meeting.
- (3) If a poll is demanded in accordance with paragraph (2) above the matter for decision shall be decided by a majority of the votes of the members present in person or by proxy and voting.
- (4) At a general meeting any member who has been a member throughout the 70 days immediately preceding the meeting may vote. Each such member has one vote.
- (5) Members may vote:
  - (a) in person at the meeting; or
  - (b) by proxy using such proxy form as the Board of Trustees shall have provided for use at that meeting.
- (6) The Board of Trustees shall provide for each general meeting a written proxy form for use at that meeting. The Board of Trustees may in addition provide members with the alternative of using an electronic proxy form.
- (7) References in this scheme to a “proxy form” include either or both of the alternatives provided in accordance with paragraph (6) above.
- (8) No-one may vote as a proxy unless the completed proxy form is received by the Secretary not less than seven days before the day appointed for holding the meeting at which the proxy is to be used.
- (9) The fact that one or more members of the Charity has not or have not received a proxy form does not invalidate the vote on any resolution.

**41. Chairman’s decision final**

Except where this scheme provides otherwise any direction or decision by the chairman of a general meeting as to the conduct of the meeting, or on any question of procedure or point of order, shall be final.

**42. Amendment to procedures for general meetings**

The Board of Trustees by resolution and the members of the Charity by resolution in general meeting may from time to time agree to replace the provisions set out in this scheme relating to general meetings with new or amended provisions.

## 5.2 Subscription and membership categories

5.2.1 The following self explanatory provisions are reproduced from the National Trust Acts 1953 and 1971.

5.2.2 Subscriptions

**The National Trust Act 1953**

**3. Subscriptions of ordinary subscribing members**

- (1) The Board of Trustees may by resolution from time to time determine the minimum amount of the annual subscription required for qualification as an ordinary subscribing member of the National Trust and as from the coming into operation of the first such resolution as aforesaid paragraph (A) of section 14 (Constitution of National Trust) of the Act of 1907 is hereby repealed.

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- (2) Nothing in the last foregoing subsection shall affect the status of a person as an ordinary subscribing member of the National Trust during the currency of an annual subscription of his (whether paid before or after the repeal effected by the last foregoing subsection) if at the time when the subscription was paid it was not less than the minimum annual subscription then required for qualification as an ordinary subscribing member.

5.2.3 Membership categories

**The National Trust Act 1971**

**4. Constitution of National Trust**

- (1) The members of the National Trust shall be divided into the following classes-
- (a) ordinary subscribing members;
  - (b) life members;
  - (c) benefactors;
  - (d) corporate members;
  - (e) junior members;
  - (f) family members;
  - (g) such other classes as the Board of Trustees may from time to time by resolution determine.
- (2) Ordinary subscribing members shall be annual subscribers to the funds of the National Trust of such minimum annual subscription as may from time to time be determined by the Board of Trustees in accordance with section 3 (Subscriptions of ordinary subscribing members) of the Act of 1953.
- (3) Life members shall be persons who have made to the funds of the National Trust a subscription of not less than such minimum amount as at the time when the subscription was made had been determined by resolution of the Board of Trustees.
- (4) Benefactors shall be persons who have given to the National Trust such sum of money or other property as, in the opinion of the Board of Trustees, is such as to entitle such persons to be distinguished as benefactors.
- (5) Corporate members shall be such corporate or other bodies or associations as the Board of Trustees may from time to time by resolution determine who make annual subscriptions to the funds of the National Trust of such minimum amount as the Board of Trustees may by resolution from time to time determine. The Board of Trustees may from time to time by resolution determine different minimum annual subscriptions for different classes of corporate members.
- (6) Junior members shall be annual subscribers to the funds of the National Trust of such minimum annual subscription and of such an age as the Board of Trustees may from time to time by resolution determine.
- (7) Family members shall be persons who are members of the family of an ordinary subscribing member residing with such member and who make to the funds of the National Trust an annual subscription of such minimum amount as the Board of Trustees may from time to time by resolution determine.

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## Section 5 – Involving members of the National Trust

### 5.2.4 Current categories of membership are:

- Child (under 13)
- Junior (13-25)
- Senior
- Additional Senior
- Individual
- Additional
- Family One Adult
- Family Group
- Senior Life
- Joint Senior Life
- Life
- Joint Life
- Joint Family Life
- Educational Group under 50 pupils
- Educational Group 51-100 pupils
- Educational Group 101-200 pupils
- Educational Group 201-500 pupils
- Educational Group over 500 pupils
- Educational Group membership – Tertiary/Field Study
- Benefactor (*discontinued but still honoured*)
- Patron
- Honorary (*discontinued but still honoured*)

5.2.5 Members of staff can be members of the Trust. Normally there should be a gap of 23 months between a member of staff leaving the Trust and becoming a governance volunteer. The final decision should rest with the relevant governance body chairman, having first taken advice from The Secretary.

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## 5.3 Accounts

- 5.3.1 Sections 20 to 21 of the National Trust Act 1971 set out some specific information, in addition to that required by the general law on charity accounts, which must be included in the accounts which are presented to the Annual General Meeting. Section 22 of the Act provides for the Annual General Meeting to elect the Trust's auditor.

### **The National Trust Act 1971**

#### **sections 20 to 22, accounts**

20. (1) The National Trust shall cause to be kept proper books of account with respect to-
- (a) all sums of money received and expended by the National Trust and the matters in respect of which the receipt and expenditure take place;
  - (b) all purchases and sales of property by the National Trust;
  - (c) the assets and liabilities of the National Trust;
- (2) For the purpose of the foregoing subsection, proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept such books as are necessary to give a true and fair view of the state of the affairs of the National Trust and to explain its transactions.
21. (1) The accounts to be laid before an ordinary meeting shall include-
- (a) one or more statements dealing with the income and expenditure of and with all other movements on funds of the National Trust and, so far as practicable, of trusts administered by the National Trust, for the preceding year; and
  - (b) one or more statements dealing with the funds, assets and liabilities of the National Trust and, so far as practicable, of trusts administered by the National Trust, as at the end of the preceding year (hereinafter referred to as "the accounting date").
- (2) The accounts shall give a true and fair view of the state of affairs of the National Trust at the end of the year and of its transactions for the year:  
Provided that-
- (i) it shall not be necessary to place any value on inalienable property or on other property or personal chattels held in trust, or acquired by the National Trust for preservation;
  - (ii) it shall not be necessary to take account of any obligation for the future maintenance of property held by the National Trust for preservation.
- (3) In any accounts of the National Trust laid before an ordinary meeting, or in a statement annexed thereto, there shall be shown-
- (a) such annual amounts as are paid in accordance with clause 30(2) of the scheme dated 12th January 2005 (and implemented by The Charities (National Trust) Order 2005),
  - (b) [see footnote] 0
  - (c) by reference to each pair of adjacent points on a scale whereon the lowest point and the succeeding points are the same as the lowest point and the succeeding ones on the scale prescribed by section 8 of the Companies Act 1967, the number (if any) of persons in the employment of the National Trust whose annual rate of remuneration exceeded the lower point but did not exceed the higher;
  - (d) where practicable the estimated amount, if it is material, of contracts for capital expenditure so far as not provided for;
  - (e) the extent to which any items shown in the statement of transactions are materially affected-

<sup>0</sup> wording shown was substituted for previous sub-sections (a) and (b) by clause 30(3) of Parliamentary Scheme

- (i) by transactions of a sort not usually undertaken by a charity having objects similar to those of the National Trust or otherwise of an exceptional or non-recurrent nature; or
  - (ii) by any change in the basis of accounting;
- (f) if the aggregate amount of loans, other than bank loans or overdrafts, made to the National Trust, which are repayable otherwise than by instalments and fall due for repayment after the expiration of five years from the accounting date, or which are repayable by instalments any of which fall due for payment after the expiration of that period, is material, the aggregate amount of such loans and the terms on which each such loan is repayable and the rate at which interest is payable thereon:
- Provided that if it is impracticable to specify separately such particulars thereof, it shall be sufficient to give a general indication of the terms on which the loans are repayable and the rates at which interest is payable thereon;
- (g) particulars of property other than personal chattels purchased or otherwise acquired by the National Trust during the preceding year, unless such particulars are given in the report of the Board of Trustees to be laid before the ordinary meeting;
- (h) the amount of revenue deficits on improvements to and provision of amenities for the special trust properties which have been financed from general funds, together with a summary of movements during the year and a note specifying whether interest or administrative costs have been taken into account in the movements.
- (4) The accounts shall be approved by the Board of Trustees and signed on their behalf by two members of the Board of Trustees.
- (5) The accounts shall have annexed thereto the report of the auditors, who shall have the right to attend the general meeting to which the accounts are presented.
- (6) For the purposes of this section the expression “personal chattels” has the same meaning as in paragraph (1) (x) of section 55 of the Administration of Estates Act 1925, subject to the omission of the words “used at the death of the intestate” in that paragraph, and “special trust property” means property administered by the National Trust under a trust by which the income of the trust must be applied to that property only.
22. Once at least in every year the accounts of the National Trust shall be examined and audited by an auditor or auditors to be elected annually at the annual general meeting and any previously elected auditor or auditors shall be eligible for re-election:
- Provided that a person shall not be qualified to be appointed as an auditor under this section unless he is a member of one or more of the following bodies:-
- the Institute of Chartered Accountants in England and Wales;
  - the Institute of Chartered Accountants of Scotland;
  - the Association of Certified and Corporate Accountants;
  - the Institute of Chartered Accountants in Ireland;
  - any other body of accountants established in the United Kingdom and for the time being recognised for the purposes of section 161 (1) (a) of the Companies Act 1948 by the Secretary of State;
- but a Scottish firm may be so appointed if each of the partners is qualified to be so appointed.

# Section 6

## Miscellaneous provisions

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## Other scheme clauses

### 6.1 Other scheme clauses

6.1.1 This section sets out clauses from the Parliamentary Scheme not covered elsewhere in the Handbook:

#### 1. Definitions

(1) In this scheme:

“the appointed day” means the day on which this scheme is given effect by an order of the Secretary of State under section 17(2) of the Charities Act 1993;

“appointed member”, in relation to the Council, means a person appointed under clause 17;

“appointing body” means any body or person mentioned in Part 3 or Part 4 of the Schedule to this scheme or any body which becomes an appointing body in accordance with clause 18;

“the Board of Trustees” means the Board of Trustees of the Charity;

“the Chairman”, unless the context otherwise requires, means the chairman of the Charity;

“the Charity” means The National Trust for Places of Historic Interest or Natural Beauty (charity number 205846);

“the Commissioners” means the Charity Commissioners for England and Wales;

“the Council” means the Council of the Charity;

“the Deputy Chairman”, unless the context otherwise requires, means the deputy chairman of the Charity;

“elected member”, in relation to the Council, means a person elected under clause 16;

“the National Trust Acts” means the National Trust Acts 1907 to 1971;

“the new constitution date” means the later of 1st September 2005 and the date 2 months after that on which this scheme is given effect by an order of the Secretary of State under section 17(2) of the Charities Act 1993;

“the Secretary” means the Secretary of the Charity.

(2) For the purposes of this scheme, a person is external to the Charity if that person –

(a) is not a member of the Board of Trustees, the Council, any Country or Regional Committee, or any advisory panel;

(b) has not been a member of any such body within the previous three years;

(c) is not, and has not been within the previous three years, an employee of the Charity, and

(d) is not the spouse, parent or child of a person falling within any of subparagraphs (a), (b) or (c) above.

(3) For the purposes of paragraph (2) above –

(a) “child” includes a stepchild and an illegitimate child;

(b) a person living with another as that person’s husband, wife or long term partner shall be treated as that person’s spouse; and

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(c) the fact that a person is a member of the Charity does not preclude that person from being external to the Charity.

(4) Unless the context requires otherwise, references in this scheme, or in the Schedule to this scheme, to clauses refer to the relevant numbered clause of this scheme.

## **2. Administration**

(1) From the appointed day until the new constitution date the Charity shall be administered in accordance with the provisions of the National Trust Acts as modified by the transitional provisions set out in Part 1 of the Schedule to this scheme.

(2) From the new constitution date the Charity shall be administered in accordance with the provisions of the National Trust Acts as modified by this scheme.

(3) The provisions of the National Trust Acts set out in Part 2 of the Schedule to this scheme shall cease to have effect on the new constitution date.

(4) As from the new constitution date all powers and duties conferred on the Council by any provision of the National Trust Acts for the time being in force shall become powers and duties of the Board of Trustees.

6.1.2 Parts 1 and 2 of the Schedule to the Scheme are not reproduced in this handbook, but are available as part of the complete Scheme text on the National Trust's website [www.nationaltrust.org.uk/govhandbook](http://www.nationaltrust.org.uk/govhandbook)

## **29. Vacancies and irregularities**

The acts and proceedings of the Board of Trustees, the Council, or of any committee, sub-committee or advisory panel shall not be invalidated by:

(a) any vacancy in their number;

(b) any defect or irregularity in the appointment, or in the qualification for appointment, of any person as a member, chairman, or deputy chairman of any of those bodies, or as Chairman or Deputy Chairman of the Charity, or as Senior Member of the Council; or

(c) (in the case of elected members) any defect or irregularity in the election, or in the qualification for election, of the member.

## **30. Expenses and remuneration**

(1) The Charity may defray any expenses wholly, necessarily and exclusively incurred by members of the Board of Trustees, the Council, a country or regional committee, an advisory panel or any other committee or sub-committee for the purpose of carrying out their duties as such members.

(2) Subject to the prior written approval of the Charity Commission, the Charity may pay such annual amounts as the Council may from time to time determine and as shall be approved by the members in general meeting to:

(a) the Chairman of the Charity;

(b) the Deputy Chairman of the Charity;

(c) any other member or members of the Board of Trustees; and

(d) one or more chairmen of country and regional committees.

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(3) Section 21(3) of the National Trust Act 1971 (which specifies the information to be shown in the accounts of the National Trust) shall have effect as though for the reference in paragraph (a) to particulars of any remuneration of chairmen paid in pursuance of section 18 of the Act, and for reference in paragraph (b) to the aggregate remuneration paid to members of the council or former members of the council, there were substituted a reference to such annual amounts as are paid in accordance with clause 30(2) of this scheme.

**43. Regulation of procedures**

- (1) The Board of Trustees may from time to time make regulations for the management and administration of the Charity, the holding of meetings and the conduct of the business of the Charity and of the Board of Trustees, the Council and any committee, sub-committee or advisory panel.
- (2) Without prejudice to the generality of paragraph (1) above regulations made under that paragraph may specify the quorum for the Council or for any committee, sub-committee or advisory panel.
- (3) Subject to the National Trust Acts and this scheme, and to any regulations made under paragraph (1) above, the Board of Trustees, the Council and any committee, sub-committee or advisory panel shall each have power to regulate its own procedures.
- (4) In this clause “regulations” includes rules, standing orders and instructions.

6.1.3 Using its power under clause 43 of the Scheme the Board of Trustees has established a Code of Conduct and Procedures for Meetings which apply to itself and to the Council and other governance bodies. These are set out in **Appendices F and G.**

**44. Authentication of documents**

- (1) Regulations made under clause 43 may lay down procedures for the sealing, signature or execution on behalf of the Charity of documents of any kind.
- (2) Such regulations may lay down different procedures for different kinds of documents, and may specify the person or persons, being members of the Board of Trustees or staff of the Charity, who shall seal, sign or execute documents of the kinds specified in the regulations.
- (3) It shall not be necessary in legal proceedings to prove that the person or persons who sealed, signed or executed any such document was or were duly authorised to do so, and such document shall be presumed to be duly signed, sealed or executed unless the contrary is proved.

**45. Power of amendment**

- (1) The Board of Trustees (subject to the provisions of this clause) may from time to time amend this scheme if it is satisfied that it is expedient in the interests of the Charity to do so.
- (2) The Board of Trustees shall consult the Council before making any such amendment.
- (3) The Board of Trustees shall not make any amendment which would have the effect directly or indirectly of:
  - (a) altering or extending the purposes of the Charity;
  - (b) authorising the Board of Trustees to do anything which is expressly prohibited by the trusts of the Charity;

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- (c) causing the Charity to cease to be a charity at law; or
  - (d) altering or extending the power of amendment that is conferred by this clause.
- (4) The Board of Trustees shall obtain the prior written approval of the Commissioners before making any amendment which would have the effect directly or indirectly of:
- (a) enabling them to spend permanent endowment or capitalise income of the Charity;
  - (b) conferring a benefit of any kind on all or any of the current members of the Board of Trustees or their successors;
  - (c) restricting (without the consent of that person) the existing right of any person to appoint or remove a member of the Board of Trustees, or to intervene in the administration of the Charity;
  - (d) changing provisions in this scheme as to the size of the Council or the minimum or maximum size of the Board of Trustees, or changing the method by which members of those bodies are elected or appointed; or
  - (e) varying the name of the Charity.
- (5) An amendment may be made only by a resolution passed at a meeting of the Board of Trustees of which not less than 21 days notice has been given. The notice must set out the terms of the proposed amendment.
- (6) The Board of Trustees shall:
- (a) prepare a written memorandum of each amendment that it makes, which must be signed at the meeting at which the amendment is made by the person chairing the meeting;
  - (b) send to the Commissioners a copy of the memorandum certified by a person authorised by the Board to do so within three months of the date of the meeting; and
  - (c) retain the memorandum as part of the governing documents.

**46. Questions relating to the scheme**

The Commissioners may decide any question put to them concerning:

- (1) the interpretation of this scheme, or
- (2) the propriety or validity of anything done or intended to be done under it.

**47. Notices**

- (1) This clause applies to any notice or document which the Charity is required by the National Trust Acts or this scheme to send to any person.
- (2) Where the Charity sends a notice or document to one member of a joint, group, or family membership of the Charity, the Charity shall not be required to send separate notices or documents to the other members of that joint, group or family membership.
- (3) The Charity shall not be required to send notices or documents to members of the Charity who enjoy a concessionary membership rate by reason of their living at the same address as another member of the Charity.
- (4) The fact that a notice or document is not sent to or received by any person entitled to receive it shall not invalidate any meeting held or action taken in accordance with this scheme.

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## Exceptional variations to processes set out in the Governance Handbook

### 6.2 The Board of Trustees

- 6.2.1 No matter how carefully the procedures in this Handbook are planned, they cannot cater for every combination of circumstances. In relation to those governance processes which are the responsibility of the Board of Trustees, the Board of Trustees acknowledges that it will occasionally be necessary to adjust the detail of the process in order to achieve a workable result. Wherever possible the decision to make any such adjustment will be made at a meeting of the Board of Trustees, or supported by all members of the Board of Trustees in accordance with Clause 10 (3) of the Parliamentary Scheme. However, if, in order to ensure the smooth-running of a process, it is necessary for an adjustment to be made to it between Trustees' meetings, the Board of Trustees authorises the Chairman to take such action as he or she considers necessary to achieve that. Where practicable the Chairman will discuss the matter with the Deputy Chairman before taking any such action.
- 6.2.2 The Chairman will not exercise this power in such a way as to undermine the credibility of the Trust's governance processes. If the Chairman does exercise this power he or she will promptly notify members of the Board of Trustees and will explain why the action taken was considered appropriate. The Chairman will also formally report it to the next meeting of the Board of Trustees, so that it can be minuted.
- 6.2.3 If the Chairman is unavailable, or if the process in question relates to the Chairman, so that it would be inappropriate for the Chairman to adjust the process, the Deputy Chairman may do so instead.

### 6.3 The Council

- 6.3.1 In relation to those governance processes which are the responsibility of the Council, the Council acknowledges that it will occasionally be necessary to adjust the detail of the process in order to achieve a workable result. Wherever possible the decision to make any such adjustment will be made at a Council meeting. However if, in order to ensure the smooth-running of a process, it is necessary for an adjustment to be made to it between Council meetings, the Council authorises the Chairman to take such action as he or she considers necessary to achieve that. Where practicable, the Chairman will discuss the matter with the Deputy Chairman and the Senior Member before taking any such action.
- 6.3.2 The Chairman will not exercise this power in such a way as to undermine the credibility of the Trust's governance processes. If the Chairman does exercise this power he or she will promptly notify members of the Council and will explain why the action taken was considered appropriate. The Chairman will also formally report it to the next meeting of the Council, so that it can be minuted.
- 6.3.3 If the Chairman is unavailable, or if the process in question relates to the Chairman, so that it would be inappropriate for the Chairman to adjust the process, the Deputy Chairman or (if the Deputy Chairman is not available or has a conflict of interest) the Senior Member may do so instead.

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## The National Trust (Enterprises) Limited

- 6.4.1 The National Trust (Enterprises) Limited (“NTE”) is a company which is wholly owned by the National Trust, and which carries out a range of activities which can more conveniently be carried out through a separate company than through the National Trust itself.
- 6.4.2 NTE is legally distinct from the National Trust, and governed by its own Memorandum and Articles of Association, and general company law, and the arrangements for its governance are the responsibility of its Board of Directors and fall, strictly speaking, outside the scope of this handbook. However, attached as Appendix I are, for information and ease of reference, the terms of reference and role descriptions for the Board of Directors of NTE, together with a note of key provisions from its memorandum and articles of association.

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## Appendix A

### Equality and diversity policy

#### Why is this policy necessary?

The Trust is committed to developing and promoting equality of opportunity and inclusion in all that it does as one of the UK's leading conservation charities. We recognise the real benefits of, and need to have, a diverse community of applicants, employees, volunteers, members and visitors in ensuring that we continue to achieve our core purpose of For Ever, For Everyone.

Organisations with a diverse group of employees and volunteers are likely to attract a wider customer base and provide a better, more tailored service to meet individual needs. Eliminating discrimination and unfair treatment among employees and volunteers can also improve morale, reduce absenteeism and turnover and enhance individuals' attachment to the organisation.

This policy sets out the Trust's philosophy on equality and diversity, and outlines the role we all play in supporting these values

#### What is the Trust's position?

We are working to build and maintain a culture which ensures that equality and diversity are implicit in all that we do.

Equality is about creating a fairer society where everyone can participate and has the opportunity to fulfil their potential. It can be summarised in terms of equal access, treatment, shares and outcomes and is backed by legislation designed to address unfair discrimination.

Diversity is about the recognition and valuing of difference in its broadest sense. It is about creating a working culture and practices that recognise, respect, value and harness difference for the benefit of the organisation and the individual.

#### To achieve this we aim to:

- Promote access for everyone by working to ensure that our properties, services and workplaces are accessible to all sections of society.
- Promote inclusion and equality of opportunity in the workplace and across all our activities.
- Provide opportunities for individuals and community groups from diverse backgrounds to engage and participate in key aspects of what we do.
- Engage in activities that support and promote the diversity of local communities and reflect our shared multicultural heritage.
- Break down barriers that prevent engagement by sections of society, whether physical, sensory, intellectual, cultural, social or economic, especially for under-represented, excluded or disadvantaged groups, for example ethnic minorities, the homeless, ex-offenders.
- Work with external organisations to develop standards, deliver sustainable public benefits, and to implement appropriate monitoring and evaluation measures.

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The Trust will not tolerate any form of harassment, victimisation or prejudicial discrimination and aims to ensure that applicants, employees and volunteers are treated solely on the basis of merit and ability. We will also strive to provide training and development opportunities in a way that reflects individuals' differing needs and ensure that all our communications, written or otherwise, reflect our commitment to equality and diversity.

As a body that preserves and protects the coastline, countryside and buildings for public access on behalf of the nation, the Trust is committed to ensuring that all visitors are made welcome and do not suffer any prejudicial discrimination, harassment or victimisation as a result of the actions or inactions of the Trust or any of its representatives.

### **Who does the policy apply to?**

Whilst the principles of equality are applicable to all, this policy primarily applies to all National Trust employees, casual workers and volunteers. Job applicants and anyone engaged via an agency or on a self-employed basis will also be protected from discrimination and required to adhere to the principles set out in this policy.

### **Who is responsible for implementing this policy?**

We believe that ensuring equality and encouraging diversity should just form part of what we all automatically do on a day-to-day basis. However, it is important, especially if you are new to the organisation, that you understand the role you play in achieving this aim.

The Trust's Executive Team is responsible for championing equality and diversity within the Trust and ensuring that the principles and aims contained within this policy are reflected in the organisation's strategic plans.

If you manage staff or volunteers, you must ensure that they are aware of this policy and its contents, and you should always lead by example in the way you interact with people with whom you come into contact.

If you or members of your team have any questions about their specific responsibilities under this policy contact the People Service Centre (0870 240 0274 or e-mail [HRSCenquiries@nationaltrust.org.uk](mailto:HRSCenquiries@nationaltrust.org.uk)) who will be able to provide further assistance and guidance.

We expect all staff and volunteers to value their colleagues' contribution to the organisation and help create a harmonious working environment.

In particular you are expected to:

- Value and respect your colleagues and members of the public regardless of their cultural, ethnic or racial backgrounds, sex, sexual orientation, gender identity, religion, beliefs, nationalities, ages or physical and mental disabilities.
- Co-operate with and contribute to measures introduced by the Trust to ensure equality of opportunity and encourage diversity.
- Not discriminate, for example during – but not limited to – recruitment selection decisions, promotions, transfers and training.
- Not induce, or attempt to induce, other employees or volunteers to practise unlawful discrimination.

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- Not victimise, or attempt to victimise, individuals on the grounds that they have made complaints or provided information on discrimination.
- Not to harass, abuse or intimidate other employees, potential employees, volunteers or members of the public.

As an employee, failure to adhere to principles contained within this policy may lead to disciplinary action being taken against you as outlined in the Performance Management and Leadership Instruction. Issues involving volunteers will be dealt with in accordance with the processes outlined in the Volunteer Journey. Conduct issues involving contractors or agency staff must be raised with their employer, ensuring that they deal with it appropriately.

### **What should I do if I believe I am a victim of discrimination in the workplace?**

If, as an employee, you feel you have been discriminated against by the Trust through the application of a policy or procedure, you should raise your concerns with your line manager in the first instance. If necessary, you can raise your concerns more formally via the Trust's Grievance Instruction. A copy of this instruction is available from the Rulebook pages of the intranet.

Volunteers have access to similar procedures, including the Volunteer Complaints Guidance, which can be found on the Volunteer Journey pages of the intranet.

If you feel you have been discriminated against by members of the public, the Trust will do all it can to deal with these issues and support you where action such as notifying the police needs to be initiated by you. Members of the public who feel that they have been discriminated against by the Trust, an employee or volunteer can raise their concerns via the Trust's complaints procedure in the first instance.

Regardless of the processes set out above, as employees and volunteers you are encouraged to challenge how the Trust operates and suggest ways of improving the diversity of our workforce, volunteers, members and visitors. This can be done via processes such as the team brief or by providing feedback to your manager, the Access for All Office or the People Service Centre.

This policy does not affect your right to raise an issue under the Public Interest Disclosure Act 1998 which, in certain circumstances, allows you to disclose or 'blow the whistle' to a third party about issues of concern in the workplace. The Trust provides access to an independent whistle blowing hotline: 0800 374 199 (operated by ExpoLink).

We recognise that dealing with such issues can be very stressful and would encourage you to seek support and guidance from the Employee Assistance Programme (EAP) providers or from your trade union. Our EAP is available 24 hours a day on 0800 917 9330. Details are also available on the Employee Journey pages of the intranet or from the People Service Centre. The EAP is free to access, completely confidential and independent of the Trust.

### **What else is the Trust doing to address issues of equality and diversity?**

The Trust is aware that there is work to be done to enable it to achieve and maintain the aims set out in this policy.

As an employer, we will actively ensure that the principles of equality and diversity are integral to all areas of our work and in particular:

- fairness of recruitment, selection and promotion
- fairness in pay, progression and performance review

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- equal access to training and development opportunities
- flexible working patterns and access to work/life balance initiatives

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## Appendix B

### **Whistle-blowing policy**

The Trust is keen to ensure that everyone involved with the organisation has access to a clear framework for raising concerns about issues such as governance process failures. However, the Public Interest Disclosure Act 1998, commonly called the Whistleblower's Act, does not extend to volunteers. The Trust has therefore established a process that can be used by Council members, Trustees, members of the Board of Trustees' Committees, Regional/Country Committee members and Panel members for raising significant concerns, particularly involving perceived failings in the Trust's governance process.

If an issue cannot be resolved informally, it must be submitted in writing to the Chairman of the relevant body (copied to the Trust's Secretary) for consideration. If the concerns relate to the actions of the Chairman of that body, the concerns should be submitted direct to the Trust's Chairman. Council Members must also send a copy to the Senior Member of the Council or, if the concerns relate to the actions of the Chairman, to the Senior Member only. The Chairman/Senior Member, following careful consideration of the issues raised with the relevant body, will confirm in writing any action the Trust intends to take as a consequence. The Secretary should always be consulted before any action is taken.

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## Appendix C

### Qualities and experience for holders of governance positions

The qualities and experience listed below in relation to each body are those which the Board of Trustees or the Council, as the case may be, would normally regard as essential or important for the particular post. However, the lists are not exhaustive and may be modified in particular cases if the body making the appointment considers that appropriate. Because of the risk of conflict of interests members of Trust staff will not be considered eligible for recommendation as elected members of the Council or for appointment to other governance roles.

#### C.1 The Chairman and Deputy Chairman

The Chairman and Deputy Chairman of the National Trust should be able to demonstrate a broad range of the following:

- commitment to the Trust's purposes, ethos and role
- ability to bring personal knowledge and experience to bear on the Trust's activities
- skill and sensitivity in dealing with people at all levels, both internally and externally, including those who are critical of the Trust
- intellectual capacity to grasp issues outside personal experience and to take a strategic view
- skill in chairing large, complex and sometimes controversial meetings and in obtaining consensus
- ability to play a leading role in the shaping and maintenance of a complex governance structure
- capacity to command respect on the national stage and to represent the Trust's line with authority
- ability to inspire confidence amongst the Trust's core constituency and to act as a stabilising influence, particularly at moments of difficulty
- possession of a relevant network of contacts together with the capacity to make new links for the Trust
- readiness to speak in public and deal with the media
- experience of managing large organisations and of the workings of Government
- absence of current active association with any political party or link with any interest which could conflict with the Trust

The required time commitment is not easy to quantify and will, to some extent, depend on the individual and on the degree to which he/she shares the representational element with other senior officers. However, when account is taken of the need to chair Board of Trustee and Council meetings, to meet regularly with the Director-General and other members of senior management, and to make periodic visits to properties, in addition to attendance at one-off events in and outside London, the role of the Chairman is likely to require at least 100 days a year. Apart from physical presence, a good deal of time is likely to be taken up in thought and telephone consultation. The time commitment for the Deputy Chairman is likely to be in the region of 100 days a year.

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## C.2 Members of the Board of Trustees

Members of the Board of Trustees should be able to demonstrate a broad range of the following:

### Qualities

- an understanding of, a commitment to, and a passion for the National Trust, its purpose and its work
- objectivity, fairness, independence of mind, integrity, wisdom, discretion and good judgement
- a commitment to act solely in the best interests of the Trust, and of the wider public, without regard to personal interest or benefit
- strategic vision and the ability to focus on practical issues
- readiness to take and be accountable for decisions
- lively awareness of how the world is changing politically, economically and socially
- the necessary time to be an effective trustee
- a good team player
- no significant potential conflicts of interest

### Experience

The Board of Trustees overall should have all the attributes needed to fulfil its role and responsibilities, including in particular:

- knowledge of the aims and purposes of the Trust and issues facing the Trust for 5-10 years ahead
- a thorough understanding of the themes and priorities identified in the Trust's strategic plan
- experience of leadership and board level decision making
- experience of large organisations with many stakeholders
- experience of wider financial issues and specific skills in audit and risk management (for potential members of the Audit Committee) and in making senior appointments (for potential members of the Appointments Committee of the Board of Trustees)
- a broad experience of good governance in business, the public sector or not-for-profit organisations and an understanding of the governance of charities and the duties and responsibilities of trustees

### Knowledge and skills

The team as a whole should encompass knowledge of the following areas:

#### Specific to the National Trust

- cultural heritage
- countryside and land management
- nature conservation
- learning, outreach and access
- buildings, chattels and gardens

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- volunteering

General Trustee requirements

- financial management/investment expertise
- business acumen
- strategy
- change management
- legal
- human resources
- procurement
- IT and business processes
- marketing, PR and communications

The time commitment for Trustees is expected to be between 20 and 30 days a year.

### **C.3 Members of the Council**

Council members should be able to demonstrate a broad range of the following:

Qualities

- an understanding of, a commitment to, and a passion for, the National Trust, its purpose and its work
- integrity, wisdom, good judgement and independence of mind
- ability and willingness to be an ambassador for the Trust and to represent the Trust positively to external audiences
- readiness and time to get involved in non-governance Trust volunteer activity

Experience

- knowledge of the aims and purposes of the Trust
- knowledge and background in one or more areas of the Trust's work
- grass-roots experience of the Trust's work
- an understanding of the current and future needs of the National Trust's beneficiaries, including members and the wider public
- an understanding of, and interest in, the main challenges facing the Trust for five-ten years ahead

The Council overall

It is important that the membership of the Council reflects the breadth of the Trust's work, a wide range of perspectives and a broad range of different communities with an interest in and a connection with the Trust's work.

It should include enough people with the potential, background, skills and experience and time to become members of the Board of Trustees.

The time commitment for Council members is expected to be approximately 10 days a year.

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#### **C.4 The Senior Member of the Council**

The Senior Member of the Council should be able to demonstrate a broad range of the following qualities and experience:

- all the qualities and experience required of members of the Council
- an in depth knowledge of the Trust
- the ability to command the respect and trust of the Council and Trustees
- skill and sensitivity in dealing with members of the Council and Trustees
- skill in chairing large, and sometimes controversial decisions with impartiality, and in obtaining consensus
- independence of character
- experience of chairing committees in a non-executive capacity
- a broad experience of good governance in business, the public sector, or not for profit organisations and an understanding of the governance of charities and the duties and responsibilities of trustees
- understand and are committed to equality and diversity

#### **C.5 Members of the Appointments Committee**

A member of the Board of Trustees is the Chairman of the Appointments Committee. The Deputy Chairman of the Trust is a member of the Committee.

All other members of the Appointments Committee should demonstrate that they:

- understand and are committed to best practice in recruitment and selection, and to processes which are fair, open and transparent
- understand and are committed to equality and diversity
- have broad experience of good governance, and an understanding of the governance of charities and the duties and responsibilities of Trustees
- are knowledgeable about the aims and purposes of the National Trust, and committed to its objectives
- will act with integrity at all times
- in their role as members of the Committee, act solely in the best interests of the Trust, and without regard to their own personal interest or benefit
- approach decisions objectively and fairly and, in recommending appointments, make choices on merit
- are willing to be accountable for their decisions and recommendations
- have no potential conflicts of interest
- are able to commit the necessary time to be an effective member of the Committee

The Appointments Committee needs to demonstrate that it has, amongst its members, experience of participating in effective recruitment, selection and induction processes.

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An external member of the Appointments Committee should bring additional experience and qualities of judgement and also be able to demonstrate a broad range of the following:

- independence and openness of mind in a committee environment
- wisdom and good judgement
- the ability to work well as an independent member of the team
- wide experience of governance in organisations which take good practice in this field seriously
- significant experience in a non-executive Board role in more than one sector (defined as private, public or voluntary sectors) or other similar non-executive capacity
- experience of attracting and assessing people, particularly with regard to chairmen and trustee appointments
- previous experience as a member of an appointments committee, or similar, and an understanding of good selection and senior recruitment practice including non-executive appointments

Activities in which an external member of a Nominations Committee is involved typically include:

- appointing the Chairmen of Regional and Country Advisory Boards
- appointing the Chairmen of Advisory Panels
- appointing non-trustee members of the Board of Trustees' standing committees (Appointments, Audit, Investment and Senior Management Remuneration)

### **C.6 Members of a Nominations Committee**

All members of a Nominations Committee should demonstrate that they:

- understand and are committed to best practice in recruitment and selection, and to processes which are fair, open and transparent
- understand and are committed to equality and diversity
- have broad experience of good governance, and an understanding of the governance of charities and the duties and responsibilities of trustees
- are knowledgeable about the aims and purposes of the National Trust, and committed to its objectives
- will act with integrity at all times
- in their role as members of the Committee, act solely in the best interests of the Trust, and without regard to their own personal interest or benefit
- approach decisions objectively and fairly and, in recommending appointments, make choices on merit
- are willing to be accountable for their decisions and recommendations
- have no potential conflicts of interest
- are able to commit the necessary time to be an effective member of the Committee

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The Nominations Committee needs to demonstrate that it has, amongst its members, experience of participating in effective recruitment, selection and induction processes.

The Chairman of a Nominations Committee should also be able to demonstrate:

- independence of mind
- open mindedness
- the ability to contribute experience
- wisdom and good judgement
- good chairmanship skills
- an understanding of the Trust and its strategic aims and priorities

An external member of a Nominations Committee should bring additional experience and qualities of judgement and also be able to demonstrate:

- independence and openness of mind in a committee environment
- wisdom and good judgement
- the ability to work well as an independent member of the team
- wide experience of governance in organisations which take good practice in this field seriously
- significant experience in a non-executive Board role in more than one sector (defined as private, public or voluntary sectors) or other similar non-executive capacity
- experience of attracting and assessing people, particularly with regard to chairman and trustee appointments
- previous experience as a member of a nominations committee, or similar, and an understanding of good selection and senior recruitment practice, including non-executive appointments

Activities in which an external member of a Nominations Committee is involved typically include:

- appointing the Chairman
- appointing the Deputy Chairman
- appointing members of the Board of Trustees
- elections to the Council (annually)
- review of appointing bodies to the Council (every six years)
- appointing external members

### **C.7 Members of the Audit Committee**

Each member will be capable of making a valuable contribution to the committee. A diverse outlook among members is desirable to avoid over-emphasis in any direction.

As well as being able to commit the necessary time to be an effective member of the Committee, each member will possess the following qualities and experience:

Qualities

- independence of management

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- integrity
- capacity to dedicate sufficient time and energy
- ability to give direct and honest opinions and add value to decision-making
- the forcefulness and tenacity to ask a direct question, insist on a straight answer and to hold candid discussions with management and external auditors
- inquisitiveness and independent judgement
- ability to offer different perspectives and constructive suggestions

### Experience

- financially literate with the ability to read and understand basic financial statements, to know the right questions to ask of management or the auditors and interpret and evaluate the answers

### Knowledge

Every member needs to develop knowledge of the aims and objectives of the Trust and a good working knowledge of the Trust's issues, risks and controls.

At least one member will be a financial expert who has accounting or related financial expertise.

## **C.8 Members of the Senior Management Remuneration Committee**

Each member will be capable of making a valuable contribution to the committee. A diverse outlook among members is desirable to promote a healthy debate on topics as they arise.

Each member will possess the following qualities and experience:

### Knowledge

- regulations and guidance on good governance practice (e.g. Cadbury, Nolan, Higgs etc)
- remuneration policy relating to senior executives
- content of executive service agreements
- severance options for senior staff
- succession planning models
- executive recruitment

### Skills

- high-level market-data interpretation
- tact and diplomacy
- communications relevant to executive-level posts
- development needs analysis
- succession planning

### Experience

- ideally membership of remuneration committees in other, similar-sized organisations
- remuneration policy development

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- other HR policy development
- particularly succession planning and executive development
- executive recruitment
- ideally members should have experience across at least two of the three sectors

### **C.9 Members of the Investment Committee**

Each member will be capable of making a valuable contribution to the Committee. A diverse outlook among members is desirable to promote a healthy debate on topics as they arise.

Each member will possess the following qualities and experience:

#### Qualities

- independence of character
- integrity
- capacity to dedicate sufficient time and energy
- ability to give direct and honest opinions and add value to decision-making
- the forcefulness and tenacity to ask a direct question, insist on a straight answer and to hold candid discussions with fellow committee members and external investment managers
- inquisitiveness and independent judgement
- ability to offer different perspectives and constructive suggestions

#### Experience

- in the case of members other than Trustees, several years' experience of investment management, preferably comprising hands-on, practical experience of running investment portfolios
- financially literate with the ability to read and understand investment reports, to know the right questions to ask of investment managers and interpret and evaluate the answers

Every member needs to develop knowledge of the aims and objectives of the Trust and have a good working knowledge of the Trust's issues, risks and controls.

### **C.10 Regional and Country Chairmen**

Chairmen should be able to demonstrate a broad range of the following:

- understanding of, a commitment to, and a passion for, the National Trust, its purpose and its work
- ability and willingness to be an ambassador for the Trust and to represent the Trust positively to external audiences
- readiness to act solely in the best interests of the Trust, and of the wider public, without regard to personal interest or benefit
- ability to bring personal knowledge and experience to bear on the Trust's activities
- skill and sensitivity in dealing with people at all levels, both internally and externally
- good chairmanship skills

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- integrity, wisdom, good judgement and independence of mind
- absence of potential conflicts of interest
- the ability and interest to commit the necessary time to be an effective chairman
- knowledge of the aims and purposes of the Trust
- an understanding of the current and future needs of the Trust's beneficiaries, including members and the wider public
- understanding of, and interest in, the main challenges facing the Trust for 5–10 years ahead
- knowledge and background in one or more areas of the Trust's work
- grass-roots experience of the Trust's work
- a good understanding of the country or region and the Trust locally
- experience of leadership and working in a non-executive capacity
- the ability and interest to commit the necessary time to attend Council meetings

#### **C.11 Members of Regional and Country Advisory Boards**

Committee members should be able to demonstrate a broad range of the following:

##### Qualities

- an understanding of, a commitment to, and passion for, the National Trust, its purpose and its work
- readiness to act solely in the best interests of the Trust, and of the wider public, without regard to personal interest or benefit
- ability to bring personal knowledge and experience to bear on some of the Trust's activities
- readiness and time to get involved in grass-roots activity
- integrity, wisdom, good judgement and independence of mind
- a good team player
- ability and willingness to be an ambassador for the Trust and to represent the Trust positively to external audiences
- ability to commit the necessary time to be an effective member of the committee

##### Experience

- knowledge of the aims and purposes of the Trust
- an understanding of the current and future needs and requirements of the National Trust's beneficiaries, including members and the wider public
- an understanding of, and interest in, the main challenges facing the Trust for 5–10 years ahead
- grass-roots experience of the Trust's work
- knowledge and background in one or more areas of the Trust's work
- a good understanding of the country or region and the Trust locally

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### **C.12 Advisory Panel Chairmen**

Chairmen should be able to demonstrate a broad range of the following:

- understanding of, a commitment to, and a passion for, the National Trust, its purpose and its work
- ability and willingness to be an ambassador for the Trust and to represent the Trust positively to external audiences
- readiness to act solely in the best interests of the Trust without regard to personal interest or benefit
- ability to bring personal knowledge and experience to bear on the Trust's activities
- skill and sensitivity in dealing with people at all levels, especially staff across the organisation
- integrity, wisdom, good judgement and independence of mind
- absence of potential conflicts of interest
- the ability and interest to commit the necessary time to be an effective chairman
- the ability and interest to commit the necessary time to attend Council meetings
- knowledge of the aims and purposes of the Trust
- an understanding of the current and future needs of the Trust's beneficiaries, including members and the wider public
- an understanding of, and interest in, the main challenges facing the Trust for 5–10 years ahead
- expert knowledge and background in the relevant areas of the Trust's work
- understanding of the Trust's work on the ground
- experience of leadership and working in a non-executive capacity

### **C.13 Members of Advisory Panels**

Advisory Panel members should be able to demonstrate a broad range of the following:

#### Qualities

- an understanding of, a commitment to, and passion for, the National Trust, its purpose and its work
- readiness to act solely in the best interests of the Trust, without regard to personal interest or benefit
- ability to bring personal knowledge and experience to bear on some of the Trust's activities
- the necessary time to be an effective panel member
- integrity, wisdom, good judgement and independence of mind
- a good team player
- ability and willingness to be an ambassador for the Trust and to represent the Trust positively to external audiences

#### Experience

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- knowledge and background in a relevant area of the Trust's work
- knowledge of the aims and purposes of the Trust
- an understanding of the current and future needs and requirements of the National Trust's beneficiaries, including members and the wider public
- an understanding of, and interest in, the main challenges facing the Trust for 5–10 years ahead
- a good understanding of the Trust's work on the ground

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## Appendix D

### **List of appointing bodies (as elected by the Members in 2012)**

The Conservation Volunteers  
The Campaign to Protect Rural England  
Confederation of British Industry  
Council for British Archaeology  
Country Land and Business Association  
Countryside Council for Wales  
The Garden History Society  
Historic Houses Association  
ICON, Institute of Conservation  
John Lewis Partnership  
Museums Association  
National Association of Decorative and Fine Arts Societies  
National Farmers' Union  
National Federation of Women's Institutes  
Open Spaces Society  
The Prince's Trust  
The Ramblers' Association  
Royal Agricultural Society of England  
The Royal Horticultural Society  
RSPB  
The Scout Association  
The Society for the Protection of Ancient Buildings  
Soil Association  
Tenants Association of the National Trust  
VisitBritain  
The Wildlife Trusts

There are currently no jointly-appointed bodies as mentioned in clause 17(2) of the Scheme.

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## Appendix E

### Advisory Panels terms of reference

#### E.1 Archaeology Panel terms of reference

##### Purpose

The Archaeology Panel offers a valuable source of critical support and advice on matters regarding archaeology and the historic environment. It provides strategic and professional guidance to ensure high standards of conservation and management of the Trust's estate. As an external reference point, the Panel also acts as a forum within which the Trust can address important issues through a process of high-level peer review. In particular, it advises staff in the Consultancy, Directors and Strategic Leads on policy and practice and provides an independent and authoritative perspective for the Board of Trustees.

##### Main responsibilities

1. To advise on major internal and external policy matters relating to archaeology and the historic environment, in line with national priorities, operational needs and external factors.
2. To advise on property issues, including major projects and acquisitions, matters of scholarship, external research projects affecting Trust properties and associated licensing and consents.
3. To act as a focus for issues relating to cultural World Heritage Sites within the Trust's estate.
4. To provide independent views to the Board on current and emerging issues of importance within the Panel's areas of expertise, and report to the Board via the Chairman on the work of the Panel.
5. To act as champions for archaeology and the historic environment in dealing with the Board, Council, Country or Regional Advisory Boards and other Panels.
6. To protect the Trust's reputation and act as external ambassadors for the Trust within the Panel's areas of expertise.
7. To ensure that Panel membership reflects the range of professional skills required by the Trust.
8. To ensure, through the nomination of individual members to be points of liaison with each of the other Panels, that all relevant specialist interests are properly considered and that the interests of other Panels are integrated into the work of the Archaeology Panel.
9. To ensure that all advice takes cognisance of the Trust's overall responsibility for environmental sustainability.

The core knowledge, skills and experience required for this position are listed in **Appendix C** to this Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

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## **E.2 Architectural Panel terms of reference**

### **Purpose**

The Architectural Panel advises National Trust staff and the Trustees on historic buildings and on design across the built and natural environment, including the consideration of architectural, building and landscape changes, with its recommendations monitored by the Director of Conservation, Historic Environment Director and Museums and Collections Director on behalf of the Director-General. The Panel has direct delegated authority from the Director-General to decide whether the Trust's approval should be given to proposals by third parties to make architectural, landscape or buildings-related changes to properties over which it holds protective covenants. The Panel also provides an external reference point for the National Trust. Since the Architectural Panel is a decision-making body it has a recommended quorum of six.

### **Main responsibilities**

1. Provide advice and expertise in the conservation, presentation and interpretation of properties belonging to the National Trust.
2. Provide advice and expertise in the planning and design of alterations and changes to existing buildings and their settings, natural and designed landscapes and the man-made environment, at properties belonging to the National Trust and those over which it holds protective covenants, and advice on new developments with particular reference to facilities for visitors including services, car parks and access routes.
3. Provide advice on the development and implementation of policy relating to the curatorship, care, maintenance and repair of the Trust's historic landscapes, buildings and their settings, and to the protection of properties over which it holds protective covenants.
4. Provide advice on the development and implementation of policy in relation to the design and commissioning of new buildings and landscapes.
5. Provide advice on the incorporation of energy conservation and generation with regard to the landscape and buildings.
6. Provide advice on the acquisition of properties by the Trust and of protective covenants over those owned by third parties.
7. Comment on the interpretation of the Trust's buildings and landscapes through presentation, exhibitions, publications and related initiatives and encourage the publication of curatorial and conservation subjects of the Trust's research to the widest possible audience, both the specialist and the non-specialist.
8. Advise on priorities for the strategic planning processes of the Trust to ensure that proper account is taken of conservation and design issues that arise from both internal and external trends and policies.
9. Consider all relevant specialist interests in deliberations by the Architectural Panel so that an integrated approach is adopted in respect of issues related to the natural environment, landscape quality and the broader cultural heritage, and provide all advice in a way which takes into account its social, economic and environmental impact.
10. Act as champions for the conservation of historic buildings and their settings, for the protection of landscapes, and for the promotion of high standards of design across the built and natural environment, whilst recognising the breadth of the Trust's responsibilities in offering advice to the Board of Trustees, the Council, Regional Advisory Boards and other Advisory Panels.

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11. Advise on the development of the Trust's position on major external policy issues to ensure its knowledge and experience are used to best effect in influencing public policy.
12. Act as an external advocate by ensuring that the Trust's work and strategy in conservation and design are actively promoted to develop its reputation and influence.
13. Ensure, through the nomination of individual members to be points of liaison with other Panels, as appropriate, that all relevant specialist interests are considered, and that all advice recognizes the Trust's overall responsibility for sustainability.
14. Report, via the Chair, to the Board of Trustees on the work and concerns of the Panel and on its composition.

The core knowledge, skills and experience required for this position are listed in **Appendix C** to this Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

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### **E.3 Arts Panel terms of reference**

#### **Purpose**

The Arts Panel serves as a non-executive, peer-review body whose purpose is to ensure that the works of art and historic interiors in the National Trust's guardianship are understood, cared for, and presented to visitors in the most professional way possible, their beauty and integrity respected.

It does so by providing expert advice to National Trust staff and trustees, and in this it has both a mentoring and auditing role. The panel's remit includes the curatorship and conservation of the National Trust's properties and collections, and the provision of access to them through presentation and interpretation.

The panel's membership reflects the nature and complexity of the Trust's holdings and responsibilities, providing an external perspective that ensures that its staff and trustees are aware of the standards, approaches and best practice developed in sister institutions elsewhere in the world. The panel's advice ranges from the technical to more abstract matters of conservation and curatorial philosophy and discussion of the relative significance of a property's constituent parts.

Seeking the Panel's advice at an early stage is essential in the development of any project that may impact on historic properties, their aesthetics and collections and for best-informed decision-making. The panel works particularly closely with senior National Trust curators and conservators, and with the Architectural and Learning panels.

#### **Main responsibilities**

1. Advise on the history, curatorship and conservation of the National Trust's properties and collections (fixed and moveable) including decoration, furnishing, display and interpretation.

This may include research, the planning of a visitor route, room arrangement, picture hanging, the staging of exhibitions, loans to exhibitions around the world, publication via various media, and collaboration with other bodies.

2. Advise on the acquisition of new properties and on major works of art.
3. Advise on the development and implementation of relevant National Trust policies and standards.
4. Advise on priorities for the strategic planning processes of the Trust to ensure that proper account is taken of external trends and policies.
5. To ensure an integrated approach, provide all advice in a way which takes into account social, economic and environmental impacts, and considers all relevant specialist interests, and that all advice recognizes the Trust's overall responsibility for sustainability.
6. Act as champions for research into the history and significance of the Trust's properties and collections, and for their curatorship, conservation, presentation and interpretation in dealing with the Board of Trustees, the Council or Regional Advisory Boards and other Advisory Panels, whilst recognising the breadth of the Trust's responsibilities.
7. Advise on the development of the Trust's position on major external policy issues to ensure its knowledge and experience are used to best effect in influencing public policy relating to cultural heritage.
8. Act as an external advocate by ensuring that the Trust's work and strategy are actively promoted to develop its reputation and influence.

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9. Report, via the Chairman, to the Board of Trustees on the work and concerns of the Panel and on its composition.

The core knowledge, skills and experience required for this position are listed in **Appendix C** to this Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

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## E.4 Commercial Panel terms of reference

### Purpose

The Commercial Panel's function is to advise the staff of the Trust on its commercial activities ensuring that these support the Trust's strategy and protect and develop the Trust's brand.

The Panel also advises on the long-term development of the Trust's commercial activities in light of the Trust's strategy and the political, economic and social environment in which it operates. This is an advisory role similar to that undertaken by the Trust's other panels and any decision on the Trust's commercial activities would be made by the staff or the Board of Trustees, as appropriate.

The Commercial Panel's remit includes commercial operations (catering, retail, ecommerce, holiday cottages and travel partnerships), publishing and media, business development, membership, venture philanthropy, brand development, marketing, legacies and corporate partnerships.

### Main responsibilities

1. Provide advice and scrutiny of investment proposals and commercial activities of the Trust.
2. Provide advice to the Trust's Projects & Acquisitions Group and other decision making bodies as required;
3. Provide senior professional input, external insight, advice and mentoring across a range of commercial interests and disciplines;
4. Provide external challenge to and ideas for, the commercial, membership and brand strategies of the Trust;
5. Provide insight and access to new commercial opportunities that will complement and enhance the Trust's commercial strategy;
6. Provide external advocacy and networking to assist the Trust to increase its influence, enhance its reputation and source external funding;
7. Provide expert advice on sound and proper principles, policies and procedures in relation to the Trust's commercial activities;
8. Advise the Trust on its commercial budgets, targets and post-investment reviews of major projects;
9. Recruit appropriate senior industry representatives as panel members ensuring a balance of disciplines allied to the commercial activities of the Trust;
10. Ensure, through the nomination of individual members to be points of liaison with other Panels, as appropriate, that all relevant specialist interests are considered, and that all advice recognizes the Trust's overall responsibility for sustainability.
11. Provide a minute of its advice for inclusion in all appropriate papers that come to the Board of Trustees.

The core knowledge, skills and experience required for this position are listed in **Appendix C** to this Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

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### **Make up of the Commercial Panel and attributes of members of the Panel**

The Commercial Panel is intended to have the very best balance of skills and expertise to help the Trust achieve its commercial objectives. The majority will hold or have held Senior positions in commercial organisations which are relevant to the key businesses of the Trust (in particular, the disciplines of membership, catering, retail, holidays, publishing and corporate partnerships). It is important that the Panel as a whole reflects the breadth of the Trust's Commercial work.

In addition to the qualities and experience normally required of all Trust panel members, in the case of the Commercial Panel the following qualities and experience will be particularly relevant:

- an understanding of the current and future needs and requirements of the Trust's commercial customers, as well as the Trust's beneficiaries;
- an understanding of commercial markets;
- lively awareness of how the world is changing politically, economically and socially; ability to bring personal knowledge or experience to bear on the Trust's commercial activities;
- at least five years operating at Board level within relevant industries;
- profit responsibility in excess of £5m per annum;
- formulation and management of strategies and implementation plan;
- a wide network of contacts within the relevant industries;
- understanding of the importance of the customer experience and customer insight;
- brand management and development;
- profit delivery and margin optimisation;
- an understanding of current developments within the relevant industries;
- knowledge of the not-for-profit and leisure sectors, and
- training and team development skills.

The chairman of the Commercial Panel, in addition to the attributes expected of other members of the Commercial Panel and other Advisory Panel Chairmen will normally be expected:

- to be a good team player, a strategic thinker and to have strong chairing skills, and;
- ideally to have at least 5 years commercial expertise at CEO/Board level.

The core knowledge, skills and experience required for these positions are listed in **Appendix C** to this Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

### **Meetings**

The Commercial Panel will meet at least 3 times a year according to its circumstances, and often individual members will make site visits on behalf of the Panel.

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## E.5 Gardens and Parks Panel terms of reference

### Purpose

The Gardens and Parks Panel will provide an external reference point for the Trust and will advise staff on issues relating to the conservation of gardens and parks, plant collections, and the management and interpretation of gardens and parks open to the public.

### Main responsibilities

1. Provide advice and expertise to staff to help ensure that the Trust achieves high standards of management, conservation, public access and presentation of its gardens and parks and enhances its influence.
2. Advise on the development and implementation of internal policy relating to gardens and parks, in line with national priorities, operational needs and external factors, to ensure that staff can provide well informed advice and make well-founded management decisions.
3. Ensure that all relevant specialist interests are properly considered and that an integrated approach is adopted taking proper account of environmental impact, landscape quality and cultural heritage in making decisions.
4. Advise on priorities for the strategic planning processes of the Trust to ensure that proper account is taken of gardens and parks conservation issues arising from internal and external trends.
5. Advise on gardens and parks acquisitions and projects.
6. Act as champions for gardens and parks conservation in dealing with the Board of Trustees, Council, regional/country advisory boards and other Panels whilst recognising the breadth of the Trust's responsibilities.
7. Advise on the development of the Trust's positions on major external policy issues to ensure its knowledge and experience are used to best effect in influencing public policy development.
8. Act as an external advocate by ensuring that the Trust's gardens and parks conservation work is actively promoted to develop its reputation and influence.
9. Ensure, through the nomination of individual members to be points of liaison with other Panels, as appropriate, that all relevant specialist interests are considered, and that all advice recognizes the Trust's overall responsibility for sustainability.
10. Recruit appropriate new members to the Panel with the assistance of other members of the Panel.
11. Report, via the Panel Chairman, once a year to the Board of Trustees on the work and concerns of the Panel over the previous twelve months, and on its composition.

The core knowledge, skills and experience required for this position are listed in **Appendix C** to this Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

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## E.6 Rural Enterprise Panel terms of reference

### Purpose

The Rural Enterprise Panel will provide an external reference point for the Trust and will advise staff on the sustainable management of land and property including the protection and wise use of natural resources, sustainable business development, rural housing and the provision of public benefit through access, landscape and ecosystem services, recreational land use and tourism.

In particular, the Panel will advise on the development of land use-related policies, key land use issues, major projects and acquisitions and the Trust's response to relevant external factors affecting the management of land as required.

### Main responsibilities

1. Provide advice and expertise to staff to help ensure that the Trust achieves high standards of property management, conservation, public access and presentation of its properties and enhances its influence.
2. Advise on the development of internal policy relating to sustainable land and property management, in line with national priorities, operational needs and external factors, to ensure that staff can provide well-informed advice and make well-founded management decisions.
3. In the Panel's deliberations, ensure that all relevant specialist interests are properly considered and that an integrated approach is adopted, taking proper account of the natural environment, landscape quality and cultural heritage.
4. Advise on priorities for the strategic planning processes of the Trust to ensure that proper account is taken of land use issues arising from internal and external trends.
5. Advise on possible acquisitions and projects as required.
6. Act as champions for sustainable land and property management in dealing with the Board of Trustees, Council, county or regional advisory boards and other panels, whilst recognising the breadth of the Trust's responsibilities.
7. Advise on the development of the Trust's positions on major external policy issues to ensure its knowledge and experience are used to best effect in influencing public policy development.
8. Act as an external advocate by ensuring that the Trust's conservation work is actively promoted to develop its reputation and influence.
9. Ensure, through the nomination of individual members to be points of liaison with other Panels, as appropriate, that all relevant specialist interests are considered, and that all advice recognizes the Trust's overall responsibility for sustainability.
10. Recruit appropriate new members to the Panel with the assistance of other members of the Panel.
11. Report, via the Panel Chairman, once a year to the Board of Trustees on the work and concerns of the Panel over the previous twelve months, and on its composition.

The core knowledge, skills and experience required for this position are listed in **Appendix C** to this Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

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## **E.7 Learning and Engagement Panel terms of reference**

### **Purpose**

The Learning and Engagement Panel exists to support the National Trust in putting people at the heart of what we do, to help ensure that our places live in the spirit of the 1907 National Trust Act and are, in every sense, “for the benefit of the nation”.

The remit of the Panel is broad. It covers intellectual access and public engagement in the widest sense (including volunteering). This includes visitor experience, formal learning, community engagement, audience development and issues relating to diversity.

The Panel’s role is to support, advise, challenge and provide critical support to staff across the National Trust and to advise Trustees on activities within their remit. It consists of a range of experts who help to ensure that we deliver our work to the highest standards and draw upon the best expertise available.

All work of the Panel is commissioned by a member of staff and brokered through the Panel Secretary.

### **Main responsibilities**

1. Support the Director of Volunteering & Community Involvement and the Director of Visitor Experience in their roles of providing strategic leadership for the National Trust as a whole.
2. Provide specialist input, on request, to projects at properties, usually in collaboration with other Panels.
3. Provide specialist input, on request, to other activities and strategies relating to the remit of the Panel.
4. Champion implementation of the strategies, programmes and projects that relate to the remit of the Panel.
5. Support the Consultancy in mentoring, critical friend, or specialist advisory roles as requested.
6. Provide all advice in a way which takes into account its social, economic and environmental impact, and the Trust’s overall responsibility for sustainability.
7. Act as champions for public benefit in dealing with the Board of Trustees, the Council, regional/country advisory boards and other Panels, whilst recognising the breadth of the Trust’s responsibilities.
8. Advise on the development of the Trust’s position on major external policy issues to ensure its knowledge and experience are used to best effect in influencing public policy.
9. Act as an external advocate by ensuring that the Trust’s work and strategy is actively promoted to develop its reputation and influence.
10. Report, via the Chairman, to the Board of Trustees on the work and concerns of the panel and on its composition.

The core knowledge, skills and experience required for this position are listed in **Appendix C** to this Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

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## **E.8 Natural Environment Panel terms of reference**

### **Purpose**

The Natural Environment Panel will provide an external reference point for the Trust advising staff on matters regarding the conservation of species, habitats and natural resources including earth science features and natural processes; raising the profile of nature conservation internally and externally; developing strong, integrated conservation management links with other Trust disciplines.

The Panel is a Committee of the Board. Its primary relationship is with the Board, followed by the National Consultancy (and through it, Operations/Property staff), and Whole Trust Directors, especially the Natural Environment Director.

### **Main Responsibilities**

1. Provide advice and expertise to staff, acting as a critical friend, to help ensure that the Trust achieves high standards of conservation of species, habitats and natural resources.
2. Provide independent views to the Board on emerging issues of importance within its areas of expertise.
3. Advise on the development of internal policy relating to nature conservation in line with national priorities, operational needs and external factors, to help its staff provide well informed advice and make sound management decisions.
4. In the Panel's deliberations, consider the adoption of an integrated approach, taking account of the natural environment, landscape quality and cultural heritage.
5. Advise on priorities for the strategic planning processes of the Trust to ensure that the natural environment, nature conservation and related issues arising from internal and external trends are taken into account.
6. Advise the Trust on proposals for National Nature Reserve declaration.
7. Advise the Trust on proposals for the introduction or removal of species.
8. Advise the Trust on major projects and acquisitions as required.
9. Act as champions for nature conservation and the natural environment in dealing with Trustees, Council, and regional/country Advisory Boards whilst recognising the breadth of the Trust's responsibilities.
10. Advise the Trust on the development of its positions on major external issues to ensure both its knowledge and experience are used to best effect in influencing public policy development.
11. Recruit appropriate new members to the Panel with the assistance of other members of the Panel.
12. Ensure, through the nomination of individual members to be points of liaison with other Panels, that all relevant specialisms are considered, and that all advice recognizes the Trust's overall responsibility for sustainability.
13. Report, via the Panel Chair, once a year to the Board on the composition and the work of the Panel over the previous twelve months.

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## Appendices

The core knowledge, skills and experience required for this position are listed in **Appendix C** to this Handbook, and may be modified in particular cases if the body making the appointment considers that appropriate.

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## Appendix F

### **Code of Conduct for members of the Board of Trustees, the Council and their committees and panels**

If you have any questions about this code, please contact The Secretary, The National Trust, Heelis, Kemble Drive, Swindon, SN2 2NA, or email [thesecretary@nationaltrust.org.uk](mailto:thesecretary@nationaltrust.org.uk)

You can find more information about governance in the Governance Handbook and on the Governance Intranet.

The roles of the Board of Trustees and the Council are described starting on pages 11 and 20 respectively of the Governance Handbook, and the roles of the other Governance bodies are described in the relevant sections of the Handbook.

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**Code of Conduct for members of the Board of Trustees, the Council and their committees and panels**

**1. Definitions**

In this Code the following words have the following meanings:

<b>‘the Board’</b>	The Board of Trustees of the National Trust as defined in clause 3 of the Scheme
<b>‘Committee’</b>	(i) Any committee established by the Board in accordance with its powers under clause 12 of the Scheme including Regional and Country Advisory Boards and Advisory Panels  (ii) Any Nominations Committee established by the Council in accordance with its powers under clause 27 of the Scheme and any Committee of Inquiry which may be established by the Council under clause 28 of the Scheme, and  (iii) Any sub-committee validly set up by a Committee.
<b>‘the Council’</b>	The Council of The National Trust as defined in clause 14 of the Scheme
<b>‘Governance Body’</b>	The Board or any of its committees or the Council or any of its committees
<b>‘the Governance Handbook’</b>	the National Trust’s Governance Handbook as approved by the Board and the Council including those amendments from time to time made to it
<b>‘the Governance Team’</b>	The National Trust staff who assist and are accountable to The Secretary
<b>‘Meeting’</b>	A meeting of the Governance Body in question
<b>‘Member’</b>	A member of the Governance Body in question

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<b>‘the Scheme’</b>	The scheme set out in the appendix to The Charities (National Trust) Order 2005 (SI 2005 No. 712), incorporating any amendments made from time to time to that scheme
<b>‘The Secretary’</b>	The officer of the National Trust holding the post of The Secretary or, in his or her absence, such person (including himself or herself) as the National Trust’s Director-General may specify

## **2. The Scheme and the Governance Handbook**

- (1) The National Trust is committed to ensuring that it operates good governance arrangements for carrying out its work. To this end, this Code of Conduct has been prepared for use by volunteer members of the various Governance Bodies of the Trust to assist and guide them in undertaking their governance duties.
- (2) To the extent that this Code conflicts with the express provisions of the Scheme or the Governance Handbook the Scheme or the Governance Handbook, as the case may be, shall prevail.

## **3. Core principles**

In their dealings with and on behalf of the National Trust Members of Governance Bodies should be guided by the following principles:

*Prudence:* Members should deal responsibly and prudently with matters entrusted to them or to the Governance Body on which they sit.

*Selflessness:* Members must act in the best interests of the National Trust and must not improperly seek or accept any financial or other advantage for themselves or people closely connected with them.

*Integrity:* Members must not allow themselves to be placed in a situation where their integrity or independence could justifiably be called into question.

*Accountability:* Members are accountable for their conduct, and should be prepared to justify their conduct.

*Openness:* Members should be open about their decisions.

*Honesty:* Members should be open about their relevant financial and other interests.

*Leadership:* Members should promote these principles and lead by example.

*Equality and diversity:* Members must comply with good practice on equality and diversity issues and promote compliance by others. In this context, ‘good practice’

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includes, but is not limited to, relevant legislation and the National Trust's Equality and Diversity Policy.

*Respect:* Members should follow the principles of mutual respect in all their dealings and be prepared to accept that others may have equally strong views in good faith that differ from their own.

### ***Application of the principles***

#### **4. Role of Members of Governance Bodies**

Members of Governance Bodies, however they are appointed, sit on those bodies not as representatives of any group, but as individuals whose responsibility is to work together to further the interests of the National Trust.

#### **5. Commitment**

- (1) Members should ensure that they have sufficient time to attend meetings and to discharge effectively the other duties properly expected of them.
- (2) Members should commit themselves to preparing fully for and attending Meetings of their Governance Body. Members should seek leave of absence from Meetings only when prevented from attending by compelling personal or professional reasons, which they should relay to the chairman before the meeting.

#### **6. Standards of conduct and debate**

- (1) Members must uphold high standards of courtesy and respect in the business, including Meetings, of the Governance Body to which they belong.
- (2) Members should not engage in any behaviour towards other Members or staff which might reasonably be interpreted as discriminatory, bullying or harassment.

#### **7. Collegiality**

Members of a Governance Body should recognise that the Governance Body may make a decision with which they disagree. Members may dissent, but should not seek to frustrate the implementation of decisions which are properly reached. Nor should Members seek to challenge or undermine, through the media or otherwise than at a meeting of the Governance Body, the decisions reached by the Governance Body.

#### **8. Confidentiality**

- (1) Members should assume that, unless the person providing the information says otherwise, any information which Members receive through their membership of the Governance Body is not to be communicated other than to members of that or other Governance Bodies and the staff of the National Trust.

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- (2) Members must take all appropriate steps to safeguard information given to them in confidence or which otherwise comes into their possession in circumstances where confidentiality arises. Members may give such information to another Member of the same Governance Body (unless that Member has a conflict of interest which makes it inappropriate for him or her to have access to the information).
- (3) If a Member is put under pressure to disclose information beyond that envisaged in (1) and (2) they should report this straightaway to The Secretary.
- (4) Members are reminded that the Procedures for Meetings set out the arrangements for sharing information between different Governance Bodies.

#### **9. Public comment about the National Trust**

- (1) Members must not represent themselves as speaking officially for the National Trust to the media or otherwise when this is not the case, and should take care to avoid as far as possible being placed in a position where they might be misrepresented as speaking for the National Trust.
- (2) Where a Member proposes to make comments to the media relating to the National Trust the Member should before doing so discuss the matter with the chairman of the Governance Body on which the Member sits or (if the Member is the chairman) with the Chairman of the National Trust.

#### **10. Accountabilities and communications**

- (1) Members must recognise that National Trust staff are part of a line management structure responsible to the Director-General, and not to any Governance Body other than the Board, nor to individual Members of any Governance Body. Members must not place staff in any position where this principle might be compromised nor should they make onerous or repetitious requests for information.
- (2) On governance matters directly relating to Members' work on a Governance Body, they should normally communicate in the first instance with the Governance Team. When members visit properties they may wish to introduce themselves to Property Managers who will be happy to provide general information.
- (3) Before seeking information directly from staff, Members of Governance Bodies may wish to consider whether it would be more appropriate to route their queries through the Governance Team or the relevant Regional or Country Director or Panel Secretary.

#### **11. Preferential treatment**

Members must not seek any preferential treatment regarding the delivery by the National Trust of its services.

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**12. Declaration of interests**

Members must observe the provisions on declaration of interests set out in the annex to this Code.

**13. Gifts and hospitality**

Members must not accept gifts or hospitality where this might cause their integrity or independence to be questioned.

**14. Interpretation**

- (1) If a member of a Governance Body needs help interpreting these provisions, or is concerned about how they are being applied, they should in the first instance contact The Secretary.
- (2) If that does not resolve the matter for the Member they should contact the chairman of the Governance Body to which they belong or, if they are themselves the chairman of that body they should contact the Chairman of the National Trust. Members of the Council may, as an alternative, contact the Senior Member if they consider that to be more appropriate.

**15. Bribery Act**

The Bribery Act ('the Act') was introduced in 2010. The Ministry of Justice sets out the offences of the Act for charitable organisations of offering or receiving bribes, bribery of foreign public officials and of failure to prevent a bribe being paid on an organisation's behalf. The guidance considers charitable donations to be high risk. For example, if a company tendering to provide services to an organisation with which a National Trust governance volunteer was connected, and offered a large donation to the National Trust in return for the contract or service being awarded, this would be considered an offence under the terms of the Act. Governance volunteers must not commit any act of bribery in relation to their role with the National Trust and should report any bribery proposition made to them in connection with the Trust that may warrant investigation.

**16. Censure**

(1) All members of the Council are expected to work in a way that is consistent with the Code of Conduct. If the Chairman considers that a member may have failed to do so the Chairman may ask the Council to consider whether that individual(s) should be censured.

(2) In such rare situations the Council will discuss the situation and the individual(s) concerned will be provided with an opportunity to explain their action or behaviour. After such debate the Council will consider whether the individual(s) have failed to adhere to the Code of Conduct. If it concludes that they have, the Council will determine whether that individual(s) should be censured. A majority will be required to carry both decisions.

(3) If the Council determines that an individual(s) should be censured the Chairman will write to him/her doing so. The Chairman's letter will be available to all members of the Council and to Trustees. The Council will also reserve the right to share the letter more widely.

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## **Annex: Conflicts of interests and declarations of interests**

### **General points**

- A. The provisions in this Annex may be lawfully waived by simple majority of the members present. It may, for instance, sometimes be useful to have particular individuals present at a discussion notwithstanding their declared interest. However, in general, these provisions should be followed.
- B. Members must declare all relevant interests at the time the matter concerned arises, whether or not those interests have been included in the register of members' interests (see below). In case of doubt, an interest should always be declared.
- C. If a member has an interest which could lead him or her to be influenced, or to be reasonably seen to be influenced, by the real possibility of significant personal gain (or loss) of a financial or non-financial nature, the interest will be deemed to be prejudicial and the Member should not speak or vote on that matter, and may also need to withdraw from the room.
- D. If a member has an interest in a matter where no significant personal gain (or loss) could arise, but has a personal connection or previous involvement in an issue, it will be a matter for the member's discretion (having declared the interest) whether to take part in the proceedings, based on whether he or she feels he or she can bring an open mind to the question.
- E. A member who has identified a potential area of conflict of interest should consult The Secretary.

### **Register of interests**

- F. The following interests (which are not an exhaustive list) on the part of members should be declared in a register of interests to be kept by The Secretary:
  - 1. Posts held in the course of employment or practice, including partnerships and directorships.
  - 2. Any contract for goods, services or works between the National Trust and the member or any firm or organisation in which the member is a partner, director or employee.
  - 3. Any office held in a public or professional body (other than the National Trust).
  - 4. Any position in an organisation which might be affected by decisions taken by the National Trust.
  - 5. Membership of a body whose principal purposes include influencing public opinion or policy in areas relevant to the National Trust's work.
  - 6. Any significant financial interest relevant to the National Trust's work.
  - 7. Membership of a private society or club (other than a religious body), whose activities are likely to be relevant to the activities of the National Trust, provided the body has substantive entry requirements for membership.
  - 8. The interests of a relative or related-party, where:
    - the member is aware of the interest; and
    - a fair-minded observer might reasonably perceive a conflict of interest.
  - 9. Registration of an interest does not obviate the need to declare the interest in debate when the need arises.

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- G. To register an interest with The Secretary members should use the form which is available on request by emailing [thesecretary@nationaltrust.org.uk](mailto:thesecretary@nationaltrust.org.uk) or by contacting The Secretary.
- H. The register of interests is available via the intranet. The following members of Governance Bodies are entitled to be provided, on written request to The Secretary, with details of entries in the register of interests:
- any member of a Governance Body may be provided with details of the entries relating to other members of that Governance Body
  - Members of a Governance Body may be provided with details of the entries relating to the members of any committee or working group of that Governance Body
  - any member of the Board of Trustees may be provided with details of the entries relating to any member of any Governance Body.
- I. Occasionally governance volunteers may be a director of or employed by an organisation tendering for work with the National Trust. In these circumstances the individual should follow the procurement rules in place at any time. In particular he/she should:
- ensure the chairman of their governance body is aware of their intention to tender at the earliest opportunity
  - not use their position on that governance body to obtain information that may advantage their tender
  - absent themselves from any discussion about the award of the tender
  - not be involved any discussions about the award of the tender.
  - not be involved in developing the tender specification.

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## Appendix G

### **Procedures for the running of meetings of the Board of Trustees, the Council and their committees and panels**

If you have any questions about these procedures, please contact The Secretary, The National Trust, Heelis, Kemble Drive, Swindon, SN2 2NA, or email [theseecretary@nationaltrust.org.uk](mailto:theseecretary@nationaltrust.org.uk)

You can find more information about governance in the Governance Handbook and on the Governance Intranet

The roles of the Board of Trustees and the Council are described starting on pages 11 and 20 respectively of the Governance Handbook, and the roles of the other Governance bodies are described in the relevant sections of the Handbook

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## **Procedures for the running of Meetings of the Board of Trustees, the Council and their committees and panels**

### **1. Definitions**

In these procedures the following words have the following meanings:

<b>‘the Board’</b>	The Board of Trustees of the National Trust as defined in clause 3 of the Scheme
<b>‘chairman’</b>	The chairman of the Governance Body in question
<b>‘the Chairman of the National Trust’</b>	The person appointed as such by the Council under clause 22 of the Scheme
<b>‘Committee’</b>	(i) Any committee established by the Board in accordance with its powers under clause 12 of the Scheme, including Regional and Country Advisory Boards and Advisory Panels  (ii) Any Nominations Committee established by the Council in accordance with its powers under clause 27 of the Scheme (but not any Committee of Inquiry which may be established by the Council under clause 28 of the Scheme), and  (iii) Any sub-committee validly set up by a Committee.
<b>‘the Council’</b>	The Council of The National Trust as defined in clause 14 of the Scheme
<b>‘the Deputy Chairman of the National Trust’</b>	The person appointed as such by the Council under clause 22 of the Scheme
<b>‘Governance Body’</b>	The Board or any of its Committees or the Council or any of its Committees
<b>‘the Governance Handbook’</b>	the National Trust’s Governance Handbook as approved by the Board and the Council including those amendments from time to time made to it

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<b>‘the Governance Team’</b>	The National Trust staff who assist and are accountable to The Secretary
<b>‘Meeting’</b>	A meeting of the Governance Body in question
<b>‘Member’</b>	A member of the Governance Body in question
<b>‘the Scheme’</b>	The scheme set out in the appendix to The Charities (National Trust) Order 2005 (SI 2005 No. 712), incorporating any amendments made from time to time to that scheme
<b>‘The Secretary’</b>	The officer of the National Trust holding the post of The Secretary or, in his or her absence, such person (including himself or herself) as the National Trust’s Director General may specify
<b>‘the Senior Member of the Council’</b>	The person appointed as such by the Council under clause 22 of the Scheme

## **2. The Scheme and the Governance Handbook**

To the extent that these Procedures conflict with the express provisions of the Scheme or the Governance Handbook the Scheme or the Governance Handbook, as the case may be, shall prevail.

## **3. Dates of ordinary Meetings**

- (1) The expected frequency of ordinary Meetings of the principal Governance Bodies is set out in the Governance Handbook. The Council must, by the Scheme, meet at least once a year.
- (2) The chairman of each Governance Body shall fix the dates of its ordinary Meetings.
- (3) The chairman may for good reason alter any date for an ordinary Meeting of the Council or the Board or cancel an ordinary Meeting which has been scheduled or schedule an additional meeting. If a chairman does so he or she shall give to the Members of the Governance Body as much notice as is practicable of the alteration in date or cancellation.

## **4. Special Meetings of the Board and of the Council**

- (1) A special Meeting of the Board may be called by
  - (a) the Chairman of the National Trust or
  - (b) the Deputy Chairman of the National Trust, if (The Secretary having made all reasonable efforts to contact him) the Chairman of the National Trust is unavailable, or
  - (c) half of the members of the Board by giving notice in writing or by email to The Secretary.

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- (2) A special Meeting of the Council may be called by
  - (a) the Chairman of the National Trust or
  - (b) the Deputy Chairman of the National Trust, if (The Secretary having made all reasonable efforts to contact him) the Chairman of the National Trust is unavailable, or
  - (c) the Senior Member of the Council, or
  - (d) half of the members of the Council by giving notice in writing or by email to The Secretary.
- (3) The date of a special Meeting of the Board or the Council shall be such reasonable date as is specified by the person or persons calling it.
- (4) The business of a special Meeting of the Board or the Council shall be such as is specified by the person or persons calling it and no business other than that so specified shall be taken at the Meeting. This provision does not authorise the carrying out of business at the Meeting which is not within the remit of the Board or the Council, as the case may be.

## **5. Meeting papers**

- (1) Members of a Governance Body will be given reasonable notice of its Meetings.
- (2) The Governance Team, or relevant panel or advisory board administration support team, will endeavour to despatch the agenda and supporting papers for any Meeting to the members of the Governance Body at least seven days before the Meeting, but later publish of the papers will not invalidate the proceedings of the Meeting.
- (3) Draft minutes of a Meeting will normally be circulated to members of the Governance Body within 21 days after the Meeting.

## **6. Chairing of Meetings**

- (1) Meetings of the Board shall be chaired as follows:
  - (a) by the Chairman of the National Trust, or
  - (b) in the absence of the Chairman of the National Trust, or if he or she declines to take the chair (whether because of a conflict of interest or otherwise), by the Deputy Chairman of the National Trust, or
  - (c) if the Chairman of the National Trust and the Deputy Chairman of the National Trust are both absent, or if both of them decline to take the chair, the members present choose one of their number to chair the Meeting.

- (2) Meetings of the Council shall be chaired as follows:

*For any item of business other than one relating to the performance of the Board:*

- (a) by the Chairman of the National Trust, or
- (b) in the absence of the Chairman of the National Trust, or if he or she declines to take the chair (whether because of a conflict of interest or otherwise), by the Deputy Chairman of the National Trust, or
- (c) in the absence of both the Chairman and Deputy Chairman of the National Trust, or if both decline to take the chair, by the Senior Member, or

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- (d) if the Chairman and Deputy Chairman of the National Trust and the Senior Member are all absent, or decline to take the chair, the Members present choose one of their number to chair the Meeting.

*For any item of business relating to the performance of the Board:*

- (e) by the Senior Member or (in his or her absence, or if he or she declines to take the chair) the Members present choose one of their number to chair the Meeting
- (3) Meetings of Committees shall be chaired as follows
    - (a) by the chairman of the Committee, or
    - (b) in the absence of the chairman of the Committee, or if he or she declines to take the chair, by the vice-chairman (if there is one) of the Committee, or
    - (c) if the chairman and vice-chairman of the Committee are both absent, or if both of them decline to take the chair, the members present choose one of their number to chair the Meeting.

## **7. Quorum**

- (1) In this clause 7, "half of the Members" means half of the number of Members for the time being of the Governance Body, rounded up where the number of Members is an odd number, unless otherwise directed by this clause.
- (2) The quorum for Meetings of the Board shall be half of the Members or six Members, whichever is the greater.
- (3) The quorum for Meetings of the Council shall be 26 Members, except during any period when the total number of Members has, as provided in clause 22(3) of the Scheme, been increased to 53, in which case the quorum will be 27 Members.
- (4) The quorum for Meetings of other Governance Bodies shall, unless expressly provided for in the terms of reference set out in the Governance Handbook, be fixed by the body which established the Governance Body in question. For succession-planning and appointments there must be a minimum of two members to be quorate.

## **8. Adjournment**

- (1) The chairman may adjourn a Meeting to later the same day or to a future fixed day and time, and shall do so if directed by the Meeting. The chairman shall also decide whether it is appropriate to adjourn the Meeting if a quorum is not present.
- (2) No business shall be transacted at an adjourned Meeting other than business left unfinished at the Meeting which was adjourned.
- (3) If a Meeting is adjourned for less than seven days, no notice need be given of the adjourned Meeting, or of the business to be transacted at the adjourned Meeting.
- (4) If a Meeting is adjourned for seven days or more, notice of the adjourned Meeting, and of the business to be transacted at the adjourned Meeting, shall be given to all Members.

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**9. Order of business at Meetings**

Unless the chairman directs otherwise, the order of business at Meetings shall be:

- (a) the chair is taken in accordance with clause 6;
- (b) the minutes of the preceding meeting shall be taken as read and, subject to any correction, confirmed, and
- (c) other business shall be taken in the order directed by the chairman.

Any conflicts of interest should be declared at the beginning of the meeting.

**10. Motions at Meetings of the Board and of the Council**

- (1) Motions may be proposed at Meetings of the Board and of the Council by
  - (a) the chairman;
  - (b) individual Members.
- (2) A motion by the chairman need not be seconded, but other motions can be put to the Meeting only if seconded at the Meeting.
- (3) Amendments to motions may be put at the meeting if proposed and seconded at the Meeting.
- (4) A motion proposed by a Member other than the chairman shall be included in the agenda for the Meeting if notice of the motion has been received not less than 20 clear working days before the Meeting by The Secretary
- (5) A Member's motion which has been received within 20 clear working days before a Meeting shall be taken only in case of urgency, as determined by the chairman.

**11. Closure of debates of the Board or of the Council**

- (1) Any Member who has not spoken in a debate at a Board or Council Meeting may propose and any other Member who has also not spoken in the debate may second a motion ("a closure motion") that either
  - (a) the matter be put to a vote, or
  - (b) that the Meeting should proceed to the next business.
- (2) If it is proposed that the matter be put to a vote and the proposal is carried, the Chairman may direct that the proposer of the substantive matter may have the right of reply before the vote on the matter.
- (3) A proposal under this clause shall be passed if a simple majority of the Members present and voting vote for it.

**12. Voting**

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- (1) The chairman of a Meeting shall seek to reach a consensus and if satisfied that such consensus exists may, unless a vote is called for under paragraphs (2) or (3) of this clause, treat the matter as agreed.
- (2) The chairman may, before the Meeting has moved to the next item of business, call for a vote on any question.
- (3) Any Member may, before the Meeting has moved to the next item of business, call for a vote on any question. This paragraph (3) does not apply to closure motions, because these are covered by clause 11.
- (4) If a vote is called for the question shall, unless the Scheme expressly provides otherwise, be decided by a majority of the Members present and voting.
- (5) Voting shall be by show of hands unless the Members agree that there should be a ballot. If a ballot is called for it shall be secret ballot.
- (6) In the event of an equality of voting, the chairman shall, unless the Scheme expressly provides otherwise, have a second or casting vote.
- (7) In the case only of the Council:
  - (a) where the successful candidate or candidates for any appointment by the Council are selected by ballot, the minutes of the next following Meeting of the Council shall record the number of votes cast for each candidate
  - (b) such a ballot conducted by post or electronically, between Meetings, shall be valid as if it had been conducted at a Meeting of the Council. Clause 14(2) does not apply to such ballots.

### **13. Telephone and video attendance at Meetings**

- (1) Any Member who participates in a Meeting of a Governance Body other than the Board of Trustees by telephone or video link shall for all purposes be treated as present at the Meeting during such time as he or she is in such telephone or video contact.
- (2) Attendance at a Meeting of the Board of Trustees must be in person.

### **14. Decisions taken outside Meetings**

- (1) Subject to paragraph (2) of this clause a decision supported by all Members of a Governance Body other than the Board of Trustees and taken otherwise than at a Meeting shall be as valid as if it had been made at a Meeting of that Governance Body. The arrangements for making decisions on behalf of the Board of Trustees between meetings are set out in the annex to Appendix H.
- (2) A decision taken in accordance with paragraph (1) of this clause shall only be valid if
  - (a) reasonable notice of the matter to be decided has been given to all Members of the Governance Body, and
  - (b) the decision is recorded either:

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- (i) in a single written document signed by at least three-quarters of the Members of the Governance Body
  - (ii) in two or more similar written documents which together bear the signatures of at least three-quarters of the Members of the Governance Body.
- (3) For the purposes only of paragraph (2)(b) of this clause an email sent by a Member shall be treated as a written document signed by that Member.

**15. Admission to Meetings**

Unless otherwise expressly provided for in the terms of reference of a Governance Body, Meetings of that body shall be attended only by Members of that Governance Body and such National Trust staff or other individuals as the chairman shall agree may attend.

**16. Access to the papers of Governance Bodies**

The annex to these procedures sets out which Meeting papers are available to Members of Governance Bodies.

**17. Variations to and departures from these procedures**

- (1) The inadvertent failure to follow any of these procedures at a given Meeting shall not of itself invalidate any decision taken at that Meeting.
- (2) In the case of the Board or the Council:
  - (a) the Members present at any Meeting may without prior notice having been given agree to relax these procedures insofar as they relate to the conduct of that Meeting, but only if such relaxation is supported by at least two thirds of the Members present and voting, and
  - (b) the Members may if details of the proposed amendment have been included in the notice and agenda of the Meeting agree, by simple majority, that these procedures be amended insofar as they apply to future Meetings of that Governance Body.
- (3) In the case of other Governance Bodies these procedures may be varied or amended:
  - (a) in the case of committees of the Council, by the Council;
  - (b) in the case of committees of the Board, by the Board, and
  - (c) in the case of sub-committees, by the parent committee.
- (4) Paragraphs (2) and (3) of this clause do not restrict the Board of Trustees' ability to make or amend regulations under clause 43 of the Scheme.

**Annex: Access to the papers of Governance Bodies**

- (A) A Member of a Governance Body is entitled to be sent copies of:
- papers circulated to or produced by that Governance Body during their membership of that body or (on request) papers circulated or produced before they became a Member of that body
  - papers circulated to or produced by any Committee or working group of that Governance Body unless it was agreed (or assumed under paragraph (C)(2)) that such information was to be confidential.
- (B) With the exceptions set out in paragraph (C), a member of a Governance Body is entitled to be sent, in addition to the papers mentioned in paragraph (A), copies of papers circulated to or produced by any other Governance Body.
- (C) (1) Only Members of the Board of Trustees or its committees, other than Regional/Country Advisory Boards and Advisory Panels, and Members of the Council may see papers produced specifically for or by the Board of Trustees
- (2) Information relating to the workings, deliberations or recommendations of a nomination, appointment or selection committee shall be assumed to be confidential to that committee unless otherwise specifically agreed by that committee or by its parent Governance Body.
- (D) Nothing in this annex entitles any Member to see information if doing so would:
- breach the legitimate expectations as to confidentiality of the person who provided the information;
  - result in a breach of the legislation relating to data protection;
  - place an unreasonable administrative burden on a Governance Body or the staff of the National Trust;
  - jeopardise the commercial or operational interests of the National Trust
  - entail providing sensitive information about an individual
  - involve a conflict of interest.
- (E) The chairman of a Governance Body may authorise the giving to someone who is not otherwise entitled to receive it of any paper circulated to or produced by the Governance Body. Where the paper in question was prepared primarily for some other Governance Body the chairman should obtain the consent of the chairman of that other body before giving such authorisation.
- (F) (1) If a Member of a Governance Body needs help interpreting these provisions, or is concerned about how they are being applied, they should in the first instance contact The Secretary.
- (2) If that does not resolve the matter for the Member they should contact the chairman of the Governance Body to which they belong or, if they are themselves the chairman of that body they should contact the Chairman of the National Trust. Members of the Council may, as an alternative, contact the Senior Member if they consider that to be more appropriate.

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## Appendix H

### How the Board makes decisions

The Board of Trustees can make, or authorise, a decision in any of the following ways:

- x.1 The Board of Trustees has delegated various decisions to staff or (in a few instances) to permanent committees of the Board of Trustees. Delegation to staff is covered in the scheme of delegation. Delegation to committees is dealt with either in the terms of reference of the committee, or by a specific resolution of the Board of Trustees. Where a decision is needed on something which has not already been delegated to staff or a committee the decision must either be made **by** the Board of Trustees itself, or the Board of Trustees must specifically authorise someone to make the decision **on behalf of** the Board of Trustees.
- x.2 Decisions **by** the Board of Trustees can be made:
- a. at a meeting of the Board of Trustees. These decisions must be supported by a majority of the trustees who are present (clauses 3(3), 9 and 10(1) & (2) of the scheme), or
  - b. in writing and signed by **all** members of the Board of Trustees (clauses 10(3) & (4) of the scheme).
- If a member of the Board of Trustees joins a Board meeting by phone or video conference that does not, strictly, count as attendance at the meeting. The position is different (see appendix G, paragraph 13) for other governance bodies in the National Trust.
- x.3 Decisions **on behalf of** the Board of Trustees can be made by any member of staff (clause 13(2) of the scheme) or committee of the Board of Trustees (clause 12(3)) to whom the Board of Trustees delegates the task. That delegation must be by way of a decision made by the Board of Trustees in one of the ways described in paragraph x.2 above.
- x.4 The need for there to be this formal **decision to delegate** presents practical difficulties in the case of urgent decisions. The Board of Trustees has tackled this problem in advance by delegating to the Chairman and Deputy Chairman **not the power to make the relevant decision**, but the power to appoint a committee (which may only be one person [clause 12(2) of the scheme]) to make the decision. The annex to Appendix H sets out how this works. The decision of that committee, once made, is a **decision by that committee on behalf of** the Board of Trustees. It is not a decision **by** the Board of Trustees.
- x.5 So, where a decision on something has to be made before the next scheduled meeting of the Board of Trustees, and the subject matter is not covered by the scheme of delegation or any other existing express delegation, the Board has three options:
- a. call a special meeting of the Board of Trustees for a date when there will be enough trustees available for a quorum (a decision **by** the Board of Trustees);
  - b. arrange for a written resolution, to be signed by all members of the Board ( a decision **by** the Board of Trustees), and
  - c. use the process set out in the annex to appendix H (leading to a decision **on behalf of** the Board of Trustees).

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**Annex: Arrangements for making decisions on behalf of the Board of Trustees between meetings**

1. These arrangements apply where in the opinion of the Chairman of the National Trust (or, in his or her absence, the Deputy Chairman) there is a decision which needs to be made by Trustees, that decision cannot reasonably be deferred to the next scheduled meeting of the Board of Trustees, and it is impractical or (given the nature of the issue to be decided) a disproportionate call on the time of Trustees to convene an additional meeting of the Board of Trustees.
2. The Chairman and Deputy Chairman may appoint from amongst the members of the Board of Trustees an *ad hoc* committee to decide the matter on the Board's behalf, may decide the members of that committee, may set the terms of reference for the committee, appoint its chairman, and may prescribe how the committee shall carry out its work and reach its decision. The Chairman and Deputy Chairman shall keep a note of any decision which they make relating to the appointment of such a committee.
3. The Chairman and Deputy Chairman may themselves be, but do not need to be, members of any such committee.
4. Any such committee shall, unless expressly provided otherwise by the Chairman and Deputy Chairman when they establish it, be regulated by any general procedures for meetings from time to time applying to committees of the Board of Trustees.
5. If there is a difference of view between the Chairman and the Deputy Chairman on any matter relating to the appointment of the committee the Chairman's view shall prevail.
6. If The Secretary makes reasonable efforts to contact the Deputy Chairman but is unable to do so, the Chairman may exercise alone the powers set out in paragraphs 1. to 4. Similarly, if The Secretary makes reasonable efforts to contact the Chairman but is unable to do so, the Deputy Chairman may exercise alone those powers.
7. Whenever the Chairman and/or Deputy Chairman propose to appoint such a committee to decide a matter on behalf of the Board of Trustees reasonable steps shall be taken before the committee meets to let all Trustees know of the issue, that it is to be decided by the committee, and the identity of the members of the committee.
8. The committee shall keep minutes of its meetings. It shall give a written report to the Trustees as soon as practicable after the committee decides the matter, and in any event not later than the next following full meeting of the Board of Trustees. The committee's decision shall be noted in the minutes of that Trustees' meeting.
9. Once the committee has made the relevant urgent decision or decisions it shall, unless the Board of Trustees agrees otherwise, disband.
10. The Board delegates to the Chairman and Deputy Chairman, and to any committee appointed as mentioned above, such powers as are needed to give effect to the procedures set out in paragraphs 1 to 9 above.
11. It is envisaged that this mechanism will be used only occasionally.

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## Appendix I

### *The National Trust's subsidiary companies*

The National Trust owns four subsidiary companies. These are companies in which the National Trust holds all the shares. The companies have been set up to do things which it would not be appropriate for the National Trust itself to do, because of the constraints of charity law, tax law, or for other reasons. These companies are often referred to as 'trading companies'. Other large charities also use trading companies.

As sole shareholder the National Trust appoints (and can remove) the directors of each company. Once appointed the directors must then act according to their duties as directors, as laid down by the constitution of each company and by general company law. It is not possible for the National Trust itself to tell the directors of the trading companies what decisions to make.

The four companies are:

***The National Trust (Enterprises) Limited*** (company number 1083105): this is the National Trust's main trading company. It carries out a wide range of commercial activities. There is more detail on these, and how the company runs, later in this appendix.

***Historic House Hotels*** (company number 1440570): this company operates three hotels in historic houses (Middlethorpe Hall, Hartwell House and Bodysgallen Hall). Unlike The National Trust (Enterprises) Limited, Historic House Hotels Limited employs its own staff directly, and it is administered largely separately from the National Trust itself.

***Porthdinlleyn Harbour Company*** (company number ZC000167): this company was set up by its own act of parliament in 1806. It was set up in anticipation of a major railhead and port being built on the North Wales coast at Porthdinlleyn (more usually now spelt Porthdinllaen). This never happened and the company is largely dormant. The National Trust acquired the shares in the company when it acquired the land around Porthdinllaen. The directors of the company are all members of National Trust staff.

***Countryside Commons Limited*** (company number 25914790): this company was set up to enable the National Trust to keep the ownership of common land separate from some of the rights over commons. This makes the management of commons easier. Because of recent changes in the law and management of commons this company is now also largely dormant. The directors of the company are all members of National Trust staff.

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## **The National Trust (Enterprises) Limited**

### **Part 1: terms of reference for the NTE Board**

#### **The role of the NTE Board**

The National Trust (Enterprises) Limited (“NTE”) is a company (Registered Number: 1083105) which is wholly owned by The National Trust for Places of Historic Interest or Natural Beauty, (The Trust).

NTE’s purpose is to further generally the work of the Trust where NTE provides an efficient vehicle for doing so. This comprises both the generation of funds and achievement of the Trust’s broader non-financial objectives and the support of the Trust’s strategy.

The Trust, as the sole shareholder of NTE, holds the NTE Board to account through the Director General of the Trust. The Board of Trustees of the Trust in turn holds the Director General accountable for the performance and actions of NTE.

The NTE Board has three main functions:

- To have responsibility for the conduct of defined commercial activities as part of the Trust’s overall strategy and to advise on the development of those commercial activities, opportunities and challenges within its remit namely:
  - retail
  - events and functions
  - high street catering
  - campsites
  - product licensing – including holidays
  - sponsorship & corporate partnerships
  - raffle
- To undertake the statutory and legal duties of directors of a limited company including the presentation of the annual report and financial statements for the company;
- To implement its responsibilities under the scheme of delegation

The NTE Board also:

- Advises the Trust on the budgets and post investment reviews of major projects within its remit;
- Provides external advocacy to increase influence, reputation and external funding.

The following items must be considered by the NTE Board, which is accountable to the Trust through the Director-General:

- Strategy for NTE activities as part of overall strategy for the Trust’s commercial activities;
- Any individual operating or capital expenditure in excess of £500K during the course of the financial year;
- Any capital expenditure by NTE in excess of £3m
- NTE Annual Accounts;

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- New NTE Board members (to be appointed by the Board of Trustees); and
- Those NTE approvals which have not been delegated by the NTE Board under the scheme of delegation.

The NTE Board will provide minutes of all its meetings to the Director-General and Executive Team and a minute for inclusion in all appropriate papers that come to the Board of Trustees.

Role descriptions for the chair and members of the NTE Board, including the qualities, skills and experience required for the posts, are set in parts 2 and 3 of this appendix. The articles of association of The National Trust (Enterprises) Limited are set out in part 4.

### **Membership**

The Chair of the NTE Board is appointed by the other members of the NTE Board taking account of the views of the Board of Trustees. Whilst they are not required to do so, it is anticipated that the NTE Board may wish to appoint the chairman of the Commercial Panel, if he or she is a member of the NTE Board, as their chairman. He or she would normally expect to serve two or three successive three-year terms.

The NTE Board will normally have not less than five and not more than twelve members. Whilst the articles of NTE do not expressly provide for this, the practice at present is to have some members of the NTE Board who are senior members of the National Trust staff, at least one trustee, and at least one member who is neither a member of staff nor a trustee. Members of the NTE Board who are members of staff are normally appointed on the basis that they will remain as a member of the NTE Board until they cease to be a member of staff, or are invited to step down. Other members of the NTE Board are normally appointed for three year terms.

The Chair of the NTE Board will work with the NTE Board and the Board of Trustees to keep the membership under review and put recommendations to the Board of Trustees for new members. In making their recommendations, the Chair will take into account the skills, experience and personal qualities of the candidates and the particular areas in which the NTE Board would benefit from a stronger base of expertise, knowledge or perspective.

A member of National Trust staff will be appointed to act as the company secretary to NTE. Current practice is that that should be someone other than The Secretary to the National Trust, so as to make clear the ability of NTE to act at arm's length from the National Trust.

### **Meetings**

The NTE Board will meet at least three times a year according to its circumstances, and often individual members will make site visits on behalf of the Board. The NTE Board will have an allotted Administrator who will be able to call on the governance team as required.

## **Part 2: role description for the Chairman of the NTE Board**

### **Role Description**

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The National Trust (Enterprises) Limited (NTE) Board Chair is responsible for providing leadership and direction to the Board and its members including chairing Board meetings.

The NTE Board consists of Directors from within the staff of the Trust as well as non-executive Directors appointed from disciplines which reflect the breadth of activities within NTE.

The NTE Board is responsible for:-

- advising the Trust as per the Trust's governance arrangements (available at [www.nationaltrust.org.uk](http://www.nationaltrust.org.uk) or in a booklet available upon request by post);
- providing advice and scrutiny of the investment proposals and the activities of NTE to ensure that they achieve optimum performance;
- implementing the NTE Board's responsibilities under the scheme of delegation;
- undertaking the statutory legal responsibilities of Board members of the NTE company - Registered Number: 1083105. This includes presenting the company's Annual report and financial statements.

### **Main responsibilities**

- To ensure that the NTE Board fulfils its objectives and provides appropriate guidance to the Executive of NTE, to meet business challenges and grow commercial return;
- To ensure the most effective use possible of the skills and experience of the members of the NTE Board;
- To ensure that there is a balanced mix of NTE Board members from senior positions within other leading commercial organisations, including those with the potential to become Chair of the NTE Board. Ensuring a reasonable turnover and refreshment of NTE Board members. All NTE Board members should be advocates of the Trust, providing both expertise and networking opportunities.
- To achieve an effective relationship between the NTE Board, the Executive, Trust staff and other senior decision making bodies within the Trust;
- To represent the views, advice and decisions of the NTE Board to the Senior Management Team, Director General and Board of Trustees.
- To agree an annual calendar of meetings and visits to properties. Approve agendas and minutes and sign and approve the NTE annual accounts on behalf of the NTE Board.
- To ensure that the NTE Board provides an independent external expert perspective/reference point and advice on major acquisitions and projects;
- To report to the Board of Trustees on the work undertaken by the NTE Board over the previous 12 months

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## **Qualities and experience for Chairman**

### ***Qualities***

- An understanding of, a commitment to and passion for, the Trust, its purpose and its work;
- Readiness to act solely in the best interests of the Trust, without regard to personal interest or benefit;
- Ability to bring personal knowledge and experience to bear on the Trust's commercial activities. To be both challenging and supportive of new initiatives;
- Readiness and willingness to give the necessary time commitment including property site visits;
- Integrity, wisdom, good judgement and independence of mind;
- A good team player, a strategic thinker and strong chairing skills;
- Ability and willingness to be an ambassador for the Trust and its commercial activities and to represent the Trust positively to external audiences.

### ***Experience***

- At least 5 years commercial expertise at CEO/Board level;
- Knowledge and background in at least two relevant areas of the Trust's commercial work;
- Knowledge of the aims and purposes of the Trust and its current strategy;
- An understanding of the current and future needs and requirements of the Trust's customers and of its beneficiaries including members and the wider public;
- An understanding of commercial markets and of the main challenges facing the Trust for 5-10 years ahead.

## **Part 3: role description for member of the NTE Board**

### **Role description**

The National Trust (Enterprises) Limited (NTE)'s Board Members are responsible for:-

- advising the Trust as NTE Board Members as per the Trust's governance arrangements available at [www.nationaltrust.org.uk](http://www.nationaltrust.org.uk) or in a booklet available upon request by post;
- providing advice and scrutiny of the investment proposals and commercial activities of NTE to ensure that they achieve optimum performance;
- implementing the NTE Board's responsibilities under the scheme of delegation;
- undertaking the statutory legal responsibilities of Board members of the NTE company - Registered Number: 1083105. This includes presenting the company's annual report and financial statements.

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### **Main responsibilities**

The role of an NTE Board member is to have ultimate responsibility for the conduct of NTE's affairs and to fulfil NTE's statutory legal responsibilities and to advise the staff of the Trust in relation to the NTE's commercial activities. These include:

- retail
- events and functions
- high street catering
- campsites
- product licensing – including holidays
- sponsorship & corporate partnerships
- raffle

We would expect the NTE Board Members to provide:-

- senior professional input, advice and mentoring across a range of commercial interests and disciplines;
- external challenge to and ideas for our aspirations, assumptions and strategies;
- information on external policy / funding and other developments;
- external advocacy for the Trust to increase influence, reputation and external funding;
- advice on sound and proper principles, policies and procedures in relation to NTE's scope of activities.

Members of the NTE Board will normally either be staff of the Trust or will be senior commercial orientated managers within industries which are closely allied to the key businesses of NTE.

### **Qualities and experience for non-executive Board members**

#### **Qualities**

- an understanding of, a commitment to, and a passion for the Trust, its purpose and its work
- objectivity, fairness, independence of mind, integrity, wisdom, discretion and good judgment
- a commitment to act solely in the best interests of NTE and of the wider public, without regard to personal interest or benefit
- strategic vision and the ability to focus on practical issues
- lively awareness of how the world is changing politically, economically and socially
- the necessary time to be an effective NTE Board member, which may include visits to properties
- a good team player

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- no significant potential conflicts of interest.

### Experience

- at least five years operating at Board level within relevant industries
- profit responsibility in excess of £5m per annum
- formulation and management of strategies and implementation plans
- a wide network of contacts within the relevant industries.

### Knowledge and skills

- profit delivery to include margin management and the optimisation of labour costs
- an understanding of current developments within the relevant industries

### Desirable

- training and team development skills.

## Part 4: the articles of association of The National Trust (Enterprises) Limited (“the Company”)

Company Number: 01083105

**THE COMPANIES ACTS 1985 TO 2006  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
THE NATIONAL TRUST (ENTERPRISES) LIMITED  
(the “Company”)  
Adopted on 16<sup>th</sup> February 2010**

**INTERPRETATION**

1. The model articles of association prescribed by The Companies (Model Articles) Regulations 2008 shall not apply.
2. In these Articles:  
“**address**” in relation to electronic form includes any number or address used for the purpose of communications in such form;  
“**Articles**” means the articles of association of the Company;  
“**circulation date**” in relation to a written resolution has the meaning given to it in the Companies Acts;  
“**clear days**” in relation to the period of a notice means that period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;  
“**Companies Acts**” has the meaning given to it in section 2 of the Companies Act 2006;  
“**electronic form**” has the meaning given to it in section 1168 of the Companies Act 2006;  
“**member**” in relation to shares means a person whose name is entered in the

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register of members of the Company as holder of the shares;  
“**National Trust**” means The National Trust for Places of Historic Interest or Natural Beauty being the charity registered under number 205846;  
“**Objects**” means the objects of the Company set out in Article 4.

3. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meanings as in the Companies Acts but excluding any statutory modification not in force on the date the Articles were adopted by the Company.

#### **OBJECTS**

4. The objects for which the Company is established are to carry on business as a general commercial company by carrying on such activities and business as may in the opinion of the directors be conveniently carried on by the Company, including (without limitation):
  - (1) to carry on such of the activities of the National Trust as the Company may from time to time agree with the National Trust;
  - (2) to hold, cultivate and develop any estates, lands and properties (whether or not owned and occupied by the National Trust) by carrying on the business of farmers, foresters, market gardeners, horticulturalists or otherwise as the Company may from time to time determine;
  - (3) to provide (whether or not on land or properties owned by the National Trust) such recreational facilities and services for the enjoyment or convenience of the public as the Company may from time to time determine;

#### **POWERS**

5. The Company has the powers required to do all such things as it may consider appropriate to further the promotion of the Objects or any of them and, without limiting such powers, shall have the power to make such grants, loans and transfers to the National Trust or otherwise support the National Trust as the Company thinks fit.

#### **SHARES AND LIABILITY OF MEMBERS**

6. Subject to the provisions of the Companies Acts any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
7. No share may be transferred except with the consent of the members, who may in their absolute discretion and without giving any reason decline to register any transfer of a share or shares.
8. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

#### **GENERAL MEETINGS**

9. General meetings shall be called upon at least fourteen clear days' notice but a general meeting may be called upon shorter notice if it is so agreed by members having the right to attend and vote at the relevant meeting together holding not less than ninety per cent in nominal value of the shares giving that right.
10. Each notice convening a general meeting shall comply with the Companies Acts as to the giving of information to members in respect of their right to appoint proxies and shall specify the time and place of the meeting and the general nature of the

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business to be transacted.

11. Notices and other communications relating to a general meeting which any member is entitled to receive shall be sent to the directors for the time being of the Company.
12. No business shall be transacted at a general meeting unless a quorum is present. A quorum for a general meeting shall be two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member, provided always that if and for so long as the Company has only one member that member, present in person or by proxy or a duly authorised representative of a corporation which is a member, shall be a quorum.
13. If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

#### **WRITTEN RESOLUTIONS**

14. A written resolution of the Company passed in accordance with Articles 15 to 22 shall have effect as if passed by the Company in general meeting.
15. A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
16. A written resolution is passed as a special resolution if it is passed by members representing 75% or more of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it is proposed as a special resolution.
17. In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
18. A resolution removing a director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
19. A copy of each written resolution shall be sent to all members together with a statement informing them how to signify their agreement to it and the date by which it must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Company's auditors when so required by the Companies Acts.
20. A member signifies his or her agreement to a proposed written resolution when the Company receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to it.
21. A written resolution shall be passed when the required majority of eligible members has signified agreement to it.
22. A proposed written resolution shall lapse if it is not passed within 28 days from the

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circulation date.

#### **NUMBER OF DIRECTORS**

23. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be at least two.

#### **POWERS OF DIRECTORS**

24. Subject to the Companies Acts, the Articles and any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
25. The directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine and may give authority for the agent to delegate all or any of his or her powers.

#### **DELEGATION OF DIRECTORS' POWERS**

26. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

#### **APPOINTMENT OF DIRECTORS**

27. The Company may by ordinary resolution appoint as a director any person who is willing to be a director.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

28. The office of a director shall be vacated if:
- (1) he or she ceases to be a director by virtue of any provision of the Companies Acts or becomes prohibited by law from being a director;
  - (2) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (3) he or she is or may be suffering from mental disorder and either:

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- (a) a registered medical practitioner who is treating him or her gives a written opinion to the Company stating that he or she has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (b) by reason of his or her mental health, a court makes an order which wholly or partly prevents him or her from personally exercising any powers or rights which he or she would otherwise have;
- (4) he or she resigns his or her office by notice to the Company;
- (5) he or she shall for more than six consecutive months have been absent without the permission of the directors from meetings of directors held during that period and the other directors resolve that his or her office be vacated; or
- (6) the Company by ordinary resolution removes him or her.

#### **REMUNERATION OF DIRECTORS**

29. The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine.

#### **DIRECTORS' EXPENSES**

30. The directors may be reimbursed travelling, accommodation and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the Company or otherwise in connection with the discharge of their duties.

#### **DIRECTORS' INTERESTS**

31. Subject to the Companies Acts, a director may be a trustee of or employed by the National Trust and shall not, by reason of being a director of the Company, be accountable for any benefit which he or she derives from any such office or employment and no transaction or arrangement of the Company shall be liable to be avoided on the ground of any such benefit.

#### **PROCEEDINGS OF DIRECTORS**

32. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may call a meeting of the directors by giving notice of the meeting to the other directors or by authorising the company secretary (if any) to give such notice. Notice of any directors' meeting must indicate its proposed date and time and where it is to take place. Notice of a directors' meeting must be given to each director, but it need not be in writing. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
33. Questions arising at a directors' meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote

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- unless, in accordance with the Articles, the chairman is not to be counted in the decision-making process for quorum, voting or agreement purposes.
34. The quorum for the transaction of the business of the directors may be fixed by the members but unless so fixed at any other number shall be two.
  35. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but if the number of directors is less than the number fixed as the quorum the continuing directors or director may act only for the purpose of calling a general meeting.
  36. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so the director so appointed shall preside at each meeting of the directors at which he or she is present. But if there is no director holding that office or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the directors present may appoint one of their number to be chairman of the meeting.
  37. All acts done by a meeting of the directors or of a committee of the directors or by a person acting as a director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
  38. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of the directors duly convened and held and may consist of several documents in the like form each signed by one or more directors. The date of a written resolution of the directors shall be the date on which the last director signs it.
  39. The directors may hold meetings by telephone or video conference or such other suitable means as they think fit provided all participants may communicate with each other simultaneously.
  40. The directors may take unanimous decisions without holding a directors' meeting by indicating to each other by other means, including without limitation by electronic form, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing.
  41. Except as otherwise provided for under Article 42 if a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.
  42. A director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process and is entitled to vote on or agree to a proposal relating to it if:
    - (1) the Company by ordinary resolution disapplies Article 41;
    - (2) the director's interest cannot reasonably be regarded as likely to give rise to a



conflict of interest; or

- (3) the director's conflict of interest arises from him or her being a trustee of or involved with the National Trust.

43. Each director shall comply with the obligations to disclose his or her interest in contracts under the Companies Acts.

#### **MINUTES**

44. The directors shall cause minutes to be made in books kept for the purpose:

- (1) of all appointments of officers made by the directors; and
- (2) of all proceedings at meetings of the Company and of the directors and of committees of directors including the names of the directors present at each such meeting;

and the directors shall cause all written resolutions of the members, the directors and committees of the directors to be kept in such books.

#### **ACCOUNTS**

45. Accounts shall be prepared in accordance with the Companies Acts.

#### **NOTICES**

46. Notices sent pursuant to the Articles may be sent by hand, by post, by electronic form or by being posted on the Company's website. The only address at which a member is entitled to receive notices is the address shown in the register of members. Any notice given in accordance with the Articles is to be treated for all purposes as having been received three days after being sent by first class post to that address or immediately if sent by electronic form effecting immediate transmission and receipt, or, if earlier, on being handed personally to the member or, in the case of a corporate member, its duly authorised representative.

#### **INDEMNITY**

47. For the purposes of this Article a "Liability" is any liability incurred by a director in connection with any negligence, default, breach of duty or breach of trust by him or her in relation to the Company or otherwise in connection with his or her duties, powers or office. Subject to the Companies Acts and without prejudice to any protection from liability which may otherwise apply:
  - (1) the directors shall have power to purchase and maintain for any director insurance against any Liability; and
  - (2) each director shall be indemnified out of the assets of the Company against any Liability incurred by him or her in defending any proceedings in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from any Liability.

#### **WINDING UP**

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48. If the Company is wound up all remaining assets of the Company after paying the debts of the Company and the costs of winding up shall be paid or transferred to the National Trust or as it may direct.

## Appendix J

### Disqualification of Trustees from section 178 of *the Charities Act 2011*

NB: There are some qualifications on section 178. Further details on these can be provided by The Solicitor.

#### **Section 178 of the Charities Act 2011 (disqualification of trustees)**

##### **178 Persons disqualified from being charity trustees or trustees of a charity**

(1) A person (“P”) is disqualified from being a charity trustee or trustee for a charity in the following cases—

- Case A  
P has been convicted of any offence involving dishonesty or deception.
  
- Case B  
P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—
  - (a) P has not been discharged, or
  - (b) P is the subject of a bankruptcy restrictions order or an interim order.
  
- Case C  
P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.
  
- Case D  
P has been removed from the office of charity trustee or trustee for a charity by an order made—
  - (a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
  - (b) by the High Court,  
on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.
  
- Case E

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P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

- Case F

P is subject to—

- (a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/3150 (N.I.4)), or
- (b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

(2) Subsection (1) is subject to sections 179 to 181.

# Glossary

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## Glossary

These definitions are to help you understand some of the words in the Handbook which have a special meaning. If you need to know the strict legal meaning of the **words in bold type**, this is set out in clause 1 of the Trust's 2005 Parliamentary Scheme – the document which is the foundation for the Trust's governance structure. A copy of the original Parliamentary Scheme can be found at [www.opsi.gov.uk/si/si2005/20050712.htm](http://www.opsi.gov.uk/si/si2005/20050712.htm) and an amended copy (incorporating changes up to November 2010) is available on the intranet at [http://intranet/intranet/the\\_charities\\_national\\_trust\\_order\\_2005.pdf](http://intranet/intranet/the_charities_national_trust_order_2005.pdf) and on the governance intranet at [https://governance.nationaltrust.org.uk/intranet/the\\_charities\\_national\\_trust\\_order\\_2005.pdf](https://governance.nationaltrust.org.uk/intranet/the_charities_national_trust_order_2005.pdf).

Any recommendations for future changes to the Governance Handbook will be periodically presented to the Board of Trustees and the Council. Once approval has been given by these bodies the online version will be updated to reflect the changes.

<b>Term</b>	<b>Meaning</b>
Advisory Panel	An expert panel established by the Board of Trustees to advise staff and, through staff, the Board of Trustees on specialist matters
<b>appointed member</b>	A member of Council appointed by an Appointing Body
<b>appointing body</b>	One of 26 selected organisations which may appoint a nominee to serve as a Member of Council
Appointments Committee	A committee of the Board of Trustees established to advise the Board on appointments to standing committees of the Board, and on the appointment of the Chairmen of Regional and Country Advisory Boards and Advisory Panels
<b>the Board of Trustees</b> (or the Board or Trustees)	The Board of Trustees of the National Trust
casual vacancy	A vacancy caused by the resignation or removal of a member of the Board of Trustees, or of the Council, or of a committee or by such member no longer being eligible to serve in that post.
<b>the Chairman</b>	Depending on the context, either (a) the Chairman of the National Trust or (b) the chairman of the particular body being talked about. It should be clear in each case which meaning applies.
<b>the Charity</b> (when used in quotes from the Scheme)	The National Trust
<b>the Commissioners</b>	The Charity Commission
<b>the Council</b>	The Council of the National Trust
Country Committee	An equivalent committee in Wales and in Northern Ireland to a regional committee in England
<b>the Deputy Chairman</b>	The deputy chairman of the National Trust, except for a few occasions (which are clear from their context) where it means the deputy chairman of a specific committee
<b>elected member</b>	A member of Council elected by the membership of the National Trust

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## Glossary

Executive Team	Senior Trust staff who support the Director-General in fulfilling his or her responsibilities
<b>external member</b>	A person who is independent of the other governance bodies within the National Trust, because they are not a member of the Board of Trustees, Council, a Regional or Country Advisory Board, or Advisory Panel and have not been a member of any such body or an employee of the Trust within the last three years. An external member may serve for up to five years, and then must retire for a minimum of three years.
inalienable	A word used to describe land owned by the National Trust which the trustees have agreed can never be sold or mortgaged, and which can only be compulsorily purchased if the National Trust agrees, or if Parliament specifically supports the compulsory purchase.
<b>The National Trust Acts</b>	The National Trust Acts 1907 to 1971
<b>the new constitution date</b>	The date the National Trust's new constitution came into effect: 1st September 2005
Nominations Committee	A committee appointed by the Council to oversee the appointment of the Chairman, Deputy Chairman, members of the Board of Trustees or the election of Council Members or the review of the Appointing Bodies
Papers	This expression is used in this Handbook to refer to both hard copy and electronic papers (and references to circulating papers means, in relation to electronic versions, making them available)
Parliamentary Scheme	See 'Scheme'
Regional Committee	A committee to advise and support the Regional Director in each of the English regions of the Trust
Scheme	The scheme which sets out the fundamental governance provisions for the National Trust and which was brought into effect by The Charities (National Trust) Order 2005, including any amendments to that scheme
Scheme of Delegation	The levels of authority delegated by the Board of Trustees to the staff of the National Trust
<b>the Secretary</b>	The Secretary of the National Trust
<b>Senior Member</b>	A member of the Council, appointed by the Council, who has responsibilities for the duties specified in the Parliamentary Scheme and described elsewhere in this Handbook
the Trust	The National Trust

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## Change control and change history

<b>Date</b>	<b>Edition</b>	<b>Comments</b>
October 2005	First Edition	Commissioned so as to have a set of governance processes in place to coincide with the introduction of the new Board of Trustees in September 2005.
January 2008	Second Edition	A working group, comprising members of both the Board of Trustees and the Council, was established to ensure complete alignment between the Governance Handbook and the Parliamentary Scheme as well as resolving inconsistencies in the First Edition. Approved by the Board of Trustees and the Council in January 2008.
July 2009	Third Edition	The same working group reviewed a number of issues identified as part of the review of the Second Edition and issues identified by the Charity Commission. Approved by the Council in April and the Board of Trustees in May 2009.
July 2013	Fourth Edition	A working group comprised of Council members and staff was established to review a number of remaining issues. Approved by the Council in June and the Board of Trustees in July 2013.

### Changes to the Parliamentary Scheme

2 July 2008 - Added new clause 24(4).

21 January 2009 - Deleted clause 24(4) and replaced clauses 7(3), 21(4) and 24(3),, using the power which the Scheme confers on the Board of Trustees, in January 2009 to give the Council the option of making a Chairman, Deputy Chairman or Senior Member appointment for either three years or for the remainder of the term.

19 May 2010 - Replaced clause 12(2).

17 November 2010 - Added new clauses 32(3), 36(7) and 36(8), and amended clauses 36(2), 36(3) and 36(5).

If you have any comments on the contents of this Handbook please contact:  
The Secretary, The National Trust, Heelis, Kemble Drive, Swindon, SN2 2NA  
or email [thesecretary@nationaltrust.org.uk](mailto:thesecretary@nationaltrust.org.uk).

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## Change control and change history

Revisions to the Handbook will be issued from time to time by The Secretary. Readers are invited to check for updates at [www.nationaltrust.org.uk/govhandbook](http://www.nationaltrust.org.uk/govhandbook) or by contacting The Secretary, The National Trust, Heelis, Kemble Drive, Swindon, SN2 2NA, email [thesecretary@nationaltrust.org.uk](mailto:thesecretary@nationaltrust.org.uk). A full list of revisions is included in the Change Control and Change History table above.

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